



Ref: SEC: 152

February 21, 2019

General Manager – Corporate Services
BSE Ltd.
Floor 25, P J Towers
Dalal Street,
MUMBAI – 400001
Scrip Code: 505854

Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
Scrip Code: TRF

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

Dear Madam, Sir,

Sub: Notice of the Extraordinary General Meeting of the Company

This is further to our letter dated February 20, 2019.

Please find enclosed herewith the Notice of Extraordinary General Meeting of the shareholders of the Company scheduled on Monday, March 18, 2019 at 10.00 a.m. (IST) at Main Hall, Beldih Club, Northern Town, Jamshedpur-831001.

The said Notice is also available on the Company's website www.trf.co.in

This is for your information and records.

Thanking You.

Yours faithfully,
For TRF Limited,

A handwritten signature in blue ink, appearing to read 'Subhashish Datta'.

Subhashish Datta
(Company Secretary & Compliance Officer)

Encl: As above.

A handwritten signature in blue ink, appearing to read 'Taran'.



TRF Limited

Regd. Office: 11, Station Road, Burmahmines, Jamshedpur - 831007

CIN: L74210JH1962PLC000700

Tel: +91-657-3046326; Fax: +91-657-2345732

E-mail: comp_sec@trf.co.in; Website: www.trf.co.in

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM” or “Meeting”) of the Members of TRF Limited (hereinafter referred to as “Company”) will be held on Monday, March 18, 2019 at 10:00 A.M (IST) at Main Hall, Beldih Club, Northern Town, Jamshedpur-831001, to transact the following business:

Special Business

Item No.1

Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum and Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof) for the time being in force and subject to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing ₹30,00,00,000 (Rupees Thirty crore) divided into 3,00,00,000 (Three crore) Equity Shares of ₹10 (Rupees Ten) each to ₹280,00,00,000 (Rupees Two Hundred Eighty crore) comprising:

- i. ₹30,00,00,000 (Rupees Thirty crore) equity share capital divided into 3,00,00,000 (Three crore) Equity Shares of ₹10 (Rupees Ten) each; and
- ii. ₹250,00,00,000 (Rupees Two Hundred Fifty crore) preference share capital divided into 25,00,00,000 (Twenty-Five crore) Preference Shares of ₹10 (Rupees Ten) each.

a. Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

V. *The Authorized Share Capital of the Company is ₹280,00,00,000 (Rupees Two Hundred Eighty crore) divided into 3,00,00,000 (Three crore) Equity Shares of ₹10 (Rupees Ten) each and 25,00,00,000 (Twenty-Five crore) Preference Shares of ₹10 (Rupees Ten) each, with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium and redeemable preference shares, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force.*

b. Article 4 of the Articles of Association of the Company be and is hereby amended and substituted with the following:

4. *The Authorized Share Capital of the Company shall be such amount and divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the Company with the power to increase and to reduce the capital of the Company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company.*

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard.”

Item No. 2

Issue, offer and allot 12.5% Non-Convertible Redeemable Preference Shares to Tata Steel Limited, on private placement basis

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches, Non-Convertible Redeemable Preference Shares of face value of ₹10 each (“NCRPS”), for an amount not exceeding ₹250 crore (Rupees Two Hundred Fifty crore) to Tata Steel Limited, on a private placement basis, proposed to be primarily utilized towards prepayment/repayment of whole or a part of the existing indebtedness of the Company and/or for general corporate purposes as may be determined by the Board, on such terms and conditions as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

1. NCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
2. NCRPS shall be non-participating in the surplus funds;
3. NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
4. Holders of NCRPS shall be paid dividend on a non-cumulative basis;
5. NCRPS shall not be convertible into equity shares;
6. NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
7. NCRPS shall be redeemable at par upon maturity or redeemed early at the option of the Company in full or in part at 3 monthly intervals from the date of allotment; and
8. NCRPS will carry a coupon rate of 12.5% p.a.

RESOLVED FURTHER THAT the Board or any officer/executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Item No. 3

Approval of material related party transaction(s) with Tata Steel Limited

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Company’s policy on Related Party transaction(s), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “**Board**”), to enter into transaction(s)/ contract(s)/ arrangement(s) with Tata Steel Limited, a “Related Party” in terms of Regulations 2(1) (zb) of the Listing Regulations to sell project construction services, life cycle services & auxiliary services and products up to value of ₹450 crore and to purchase project construction services & auxiliary services and raw materials up to value of ₹90 crore (as detailed in the Statement annexed to the Notice) during the Financial Year 2019-20 in the ordinary course of business and also at arm’s length.

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 finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities 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 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(s).”

NOTES:

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’) with respect to the business under Item Nos. 1 to 3 forms part of this Notice.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/ HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies in order to be effective, must be received at the Registered Office of the Company at 11, Station Road, Burmamines, Jamshedpur - 831007, not less than forty-eight hours before the

commencement of the Extraordinary General Meeting (“**EGM**” or “**Meeting**”). A proxy form is being sent along with this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority, as applicable.

- 3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) In case of joint holder attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- 5) Members/ Proxies/ Authorized Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 6) **Members who have not yet encashed their dividend warrant for the Financial Year ended March 31, 2012 are requested to make their claims to the Registrars & Transfer Agents of the Company without any delay. Members, who still have their holdings in physical form, are requested to convert them into dematerialized form (under ISIN No. INE391D01019).**
- 7) Section 20 of the Act permits service of documents on Members by a company through electronic mode. Hence, in accordance with the Act read with the rules framed thereunder, the Notice of this Meeting is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Notice. For Members who have not registered their e-mail addresses, physical copies of the said Notice are being sent by the permitted mode. Members may note that the said Notice will also be available on the Company’s website i.e. www.trf.co.in.
- 8) Route map of the venue of the Meeting forms part of this Notice.

Voting by Members:

- i. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings (“**SS-2**”) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited (“**NSDL**”), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“**remote e-voting**”) and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Meeting. The Notice of the Meeting indicating the instructions of remote e-voting process along with printed attendance slip and proxy form can be downloaded from NSDL’s website (www.evoting.nsdl.com) or the Company’s website (www.trf.co.in).
- ii. The Board of Directors has appointed Mr. P. K. Singh (Membership No. FCS- 5878 & C.P. No.19115) or failing him Mr. Rohit Prakash Prit (Membership No. ACS- 33602 & CP No. 16213), Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
- iii. The facility for voting through electronic voting system or ballot paper shall be made available at the Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
- iv. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

- v. Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at the Meeting. In case Members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast at the Meeting shall be treated as invalid.

vi. **The instructions for e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below:

- a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
- b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 110481 then user ID is 110481001***).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
- c. How to retrieve your “initial password”?
 - i. If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your “User ID” and your “initial password”.
 - ii. If your email ID is not registered, your “initial password” is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a. Click on “Forgot User Details/Password?” (If you are

holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company, i.e 110481 to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramodkumar.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the “Downloads” section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

vii. **Other Instructions**

- a. The remote e-voting period commences on Wednesday, March 13, 2019 (9.00 a.m. IST) and ends on Sunday, March 17, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, March 11, 2019 (“the Cut-off date”), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the Cut-off date and as per the Register of Members of the Company. Please note, only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of e-voting either through remote e-voting or voting at the Meeting through e-voting or ballot paper.
- d. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice of EGM and holds shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the Toll free no.: 1800-222-990 or email at evoting@nsdl.co.in
- e. At the Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present at the Meeting but have not cast their vote electronically using the remote e-voting facility.
- f. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days, including the date of the Meeting of the Company.
- g. In case of any queries, you may refer the FAQs for shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL's e-voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting at:

Name and Designation: Ms. Pallavi Mhatre, Asst. Manager
Address: Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400013.

E-mail Id and Phone Number(s): pallavid@nsdl.co.in; 022-24994738; Toll free no.: 1800-222-990

viii. **Declaration of Results on the Resolutions:**

- a. The Scrutinizer shall immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- b. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- c. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.trf.co.in) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Sd/-
Subhashish Datta
 Company Secretary and Chief Commercial
 FCS: 7584

February 20, 2019
 Kolkata

Registered Office:

11, Station Road, Burmahmines,
 Jamshedpur- 831007
Tel: +91-657-3046326 **Fax:** +91-657-2345732
CIN: L74210JH1962PLC000700
E-mail: investors@trf.co.in
Website: www.trf.co.in

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act')

The following statement sets out all material facts relating to Item Nos. 1 to 3 in the accompanying Notice.

1. Background for Item Nos. 1 and 2

- 1.1. In order to balance the debt-equity structure, the Board at its meeting held on February 15, 2019, approved the proposal to replace the existing indebtedness through infusion of capital in the form of issuance of preference shares to Tata Steel Limited ("Tata Steel"), on a private placement basis, the proceeds of which are to be primarily utilized towards prepayment/repayment of the whole or a part of the existing indebtedness of the Company and / or for general corporate purposes.

2. Item No. 1

- 2.1. The existing Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty crore) divided into 3,00,00,000 (Three crore) Equity Shares of ₹10 (Rupees Ten) each.

In view of the proposal to issue non-convertible redeemable preference shares to Tata Steel on a private placement basis, it is proposed to increase the Authorized Share Capital from ₹30,00,00,000 (Rupees Thirty crore) to ₹280,00,00,000 (Rupees Two Hundred Eighty crore) comprising:

- i. ₹30,00,00,000 (Rupees Thirty Crore) equity share

capital divided into 3,00,00,000 (Three crore) Equity Shares of ₹10 (Rupees Ten) each and;

- ii. ₹250,00,00,000 (Rupees Two Hundred Fifty crore) preference share capital divided into 25,00,00,000 (Twenty-Five crore) Preference Shares of ₹10 (Rupees Ten) each.

- 2.2. The aforesaid increase in the Authorized Share Capital by way of introduction of Preference Share Capital will also require consequential amendment to the Capital Clause of the Memorandum and Articles of Association of the Company.
- 2.3. Pursuant to the provisions of Sections 13, 14 & 61 of the Act, the alteration of Memorandum and Articles of Association requires approval of the Members of the Company by way of passing a special resolution to that effect. Accordingly, the approval of the Members is sought to increase the Authorized Share Capital, introduce preference share capital as well as to consequently alter the Capital Clause of the Memorandum and Articles of Association of the Company. A draft copy of the modified Memorandum and Articles of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.
- 2.4. The Board recommends the Special Resolution set forth at Item No. 1 of the Notice for approval of the Members.
- 2.5. None of the Directors and/or Key Managerial Personnel of the

Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

to obtain the approval of the Members by way of a Special Resolution, for each of such offer or invitation.

3. Item No. 2

3.1. In terms of Sections 42 and 55 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company making an allotment of Preference Shares on private placement basis is required

3.2. It is proposed to obtain approval of the Members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called "Issuer") to make a private placement offer of Non-Convertible Redeemable Preference Shares ("NCRPS") for an amount not exceeding ₹250 crore to Tata Steel, on the terms and conditions set out hereunder.

3.3. As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "NCRPS Issue") are as follows:

(a)	The size of the issue and number of preference share(s) to be issued and nominal value of each share.	Up to 25,00,00,000 (Twenty-Five crore) NCRPS of nominal value of ₹10 each aggregating to ₹250 crore.
(b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	The NCRPS will be non-cumulative, non-participating and non-convertible.
(c)	The objectives of the issue.	The proceeds of the issue will be primarily utilized towards prepayment/repayment of the whole or a part of the existing indebtedness of the Company and/or for general corporate purposes.
(d)	The manner of issue of shares.	The NCRPS are proposed to be issued on private placement basis to Tata Steel Limited.
(e)	The price at which such shares are proposed to be issued.	The NCRPS are proposed to be issued at nominal value of ₹10 each.
(f)	The basis on which the price has been arrived at.	The NCRPS will be issued at par. An independent valuation report has been used to arrive at the price.
(g)	The terms of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be fully redeemed at par at maturity. Dividend on NCRPS is payable at 12.5% p.a.
(h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	The NCRPS may be redeemed early at the option of the Company either in full or in part, at 3 monthly intervals from date of allotment or will be redeemed at maturity in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed thereunder. The NCRPS are non-convertible and will be redeemed at par value.
(i)	The manner and mode of redemption.	The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
(j)	The current shareholding pattern of the Company.	The shareholding pattern of the Company as on December 31, 2018 is annexed to this Notice. (Annexure A)
(k)	The expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the NCRPS are proposed to be issued on non-convertible basis.

3.4. Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosures for issue of preference shares on private placement basis are as follows:

(a)	Particulars of the offer including date of passing of Board resolution.	The Board of Directors at its meeting held on February 15, 2019 approved the issuance of NCRPS to Tata Steel Limited on a private placement basis for an amount not exceeding ₹250 crore. Further, the Board of Directors at its Meeting held on February 20, 2019, approved the issue of up to 25,00,00,000, 12.5% NCRPS of nominal value of ₹10 each aggregating to ₹250 crore.
(b)	Kinds of securities offered and the price at which security is being offered.	The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at nominal value of ₹10 per share.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The NCRPS will be issued at par. An independent valuation report has been used to arrive at the price.
(d)	Name and address of valuer who performed valuation.	CA. Sujal A. Shah SSPA & Co., Chartered Accountants 1st Floor, Arjun Building, Plot No.6A, V.P. Road, Andheri (West), Mumbai - 400 058, India
(e)	Amount which the Company intends to raise by way of such securities.	The Company intends to raise up to ₹250 crore by way of issue of NCRPS.

(f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at a nominal value of ₹10 per share to Tata Steel Limited (Promoter) on a private placement basis. The NCRPS are unsecured and do not carry any charge on the assets of the Company. The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment. The NCRPS may be redeemed early at the option of the Company either in full or in part, at 3 monthly intervals from date of issuance or will be redeemed at maturity. The redemption will be at par value. The proceeds of the issue will be primarily utilized towards prepayment/ repayment of the whole or a part of the existing indebtedness of the Company and/or for general corporate purposes.
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3.5. The Board of Directors recommends the Special Resolution set forth at Item No. 2 of the Notice for the approval of the Members.

3.6. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

4. Item No. 3

4.1. Context

Material related party transaction(s) for an amount of ₹255 crore towards Sales & Services to Tata Steel Limited was approved by the Members of the Company in March 2018 by way of postal ballot for the Financial Year 2018-19. The said approval will expire on March 31, 2019.

To ensure that the operations of the Company are not interrupted, approval of the Members is being sought, to enter into related party transaction(s) with Tata Steel Limited towards Sales, Services and Purchases for an amount up to ₹540 crore for the Financial Year 2019-20.

4.2. Background and Details of the Transaction

Presently, the Company is unable to optimally utilize its following facilities / resources available at Jamshedpur:

- Manufacturing facility
- Design & Engineering team
- Project Construction team

The Company proposes to re-engineer its business and grow through better utilization of its existing facilities/resources. One of the options explored by the Company is to partner with Tata Steel for execution of its various projects. The Company is poised to provide sale of its products and services to Tata Steel in the following areas:

- Electromechanical erection jobs;
- Industrial Fabrication;
- Supply of equipment; and
- Life Cycle Services.

Further, for execution of these jobs, the Company also proposes to purchase key resources and requisite raw materials from Tata Steel.

The details of sales, services and purchase transaction(s) to be entered with Tata Steel are provided in point 4.5(4) below.

4.3. Benefits of doing transaction with Tata Steel

Sales and Services

- Due to stringent conditions imposed in the bidding document, particularly financial qualification criteria by the Public Sector Undertakings, the Company is unable to secure sufficient orders. Considering that in the past, the Company has executed various

electromechanical jobs for Bulk Material Handling Equipment and has the required manufacturing capability at Jamshedpur which makes the Company, strategically and operationally positioned, the Company has approached Tata Steel to support it by allowing it to partner with it in its various projects.

- The Company can avail benefit of better working capital cycle with Tata Steel which would enhance the Company's liquidity position.
- The existing customers of the Company are mainly from Thermal Power Sector. With Government's greater emphasis on renewable energy, the Company has explored options to enter in to new sectors for its survival and growth. Partnering with Tata Steel in undertaking its various projects will provide an opportunity and a platform to the Company to grow in the Steel sector.
- Partnering with Tata Steel will help the Company to utilize its capacity at Jamshedpur optimally.

Purchase and Services

- The Company will be able to leverage the benefits of scale in utilization of key resources of Tata Steel while executing the orders.
- Procurement of raw material from Tata Steel will help the Company to maintain a favourable working capital cycle which in turn would enhance the Company's liquidity position.

4.4. Approval being sought for Financial Year 2019-20

As per Regulation 23(4) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions require the approval of shareholders through a Resolution. Further, the explanation to Regulation 23(1) of Listing Regulations, provides that a transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Tata Steel is a related party in terms of Regulation 2(1) (zb) of the Listing Regulations. The estimated value of transaction(s) with Tata Steel for Financial Year 2019-20 will be up to ₹540 crore, which would breach the materiality threshold of 10% of the relevant turnover of the Company i.e ₹442 crore as per last audited financial statements for Financial Year 2017-18.

Hence, it is proposed to secure shareholders' approval for the following related party transaction(s)/contract(s)/ arrangement(s) to be entered into with Tata Steel during the Financial Year 2019-20.

4.5. Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the contract(s)/arrangement(s)/transaction(s) etc. are as follows:

SN.	Description	Details																														
1	Name of the Related Party	Tata Steel Limited																														
2	Name of the Director or Key Managerial Personnel (KMP) who is related, if any	None of the directors and KMP of TRF Ltd are directors or KMP of Tata Steel Limited The following directors of the Company hold executive positions in Tata Steel Limited: a. Mr Rajesh Ranjan Jha, Chairman of TRF Ltd, is the Vice President (Engineering & Projects) of Tata Steel Limited. b. Mr Raghupathy Rao Ranganath, Director of TRF Ltd, is the Vice President Finance (India & South-East Asia) of Tata Steel Limited.																														
3	Nature of relationship	Tata Steel Limited holds 34.12% Equity Shares in the paid-up capital of the Company.																														
4	Nature, material terms, monetary value and particulars of the contract or arrangement.	<p>The Company proposes to provide Sales and Services to Tata Steel Limited of the following nature.</p> <p>Sales:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Contract / Job</th> <th>Sub activity</th> <th>Estimated Value (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Project Construction Services*, Life Cycle Services# and Auxiliary Services⁵.</td> <td>From engineering to commissioning</td> <td>275</td> </tr> <tr> <td rowspan="2">2.</td> <td rowspan="2">Supply</td> <td>Supply of materials</td> <td>50</td> </tr> <tr> <td>Manufacturing</td> <td>125</td> </tr> <tr> <td colspan="3">Total</td> <td>450</td> </tr> </tbody> </table> <p>*Project construction services includes Construction, Dismantling, Fabrication & Erection including Supervision Services for project construction services etc. #Life Cycle Services includes Operation & Maintenance of Major Equipments such as Crane, Granshots, supply of spares for operation & maintenance etc. ⁵Auxiliary Services includes Hiring of office space, Guest house services, other manpower services etc.</p> <p>Purchases:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Contract / Job</th> <th>Estimated Value (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Project Construction Services* and Auxiliary Services#.</td> <td>40</td> </tr> <tr> <td>2.</td> <td>Procurement (steel & steel products, cement, etc.)</td> <td>50</td> </tr> <tr> <td colspan="2">Total</td> <td>90</td> </tr> </tbody> </table> <p>*Project Construction Services; <i>inter alia</i> includes Equipment hiring, Construction Water, Power & Utilities and using of space for labour colony etc. # Auxiliary Services; <i>inter alia</i> includes manpower services.</p>	Sl. No	Nature of Contract / Job	Sub activity	Estimated Value (₹ crore)	1.	Project Construction Services*, Life Cycle Services# and Auxiliary Services ⁵ .	From engineering to commissioning	275	2.	Supply	Supply of materials	50	Manufacturing	125	Total			450	Sl. No	Nature of Contract / Job	Estimated Value (₹ crore)	1.	Project Construction Services* and Auxiliary Services#.	40	2.	Procurement (steel & steel products, cement, etc.)	50	Total		90
Sl. No	Nature of Contract / Job	Sub activity	Estimated Value (₹ crore)																													
1.	Project Construction Services*, Life Cycle Services# and Auxiliary Services ⁵ .	From engineering to commissioning	275																													
2.	Supply	Supply of materials	50																													
		Manufacturing	125																													
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Sl. No	Nature of Contract / Job	Estimated Value (₹ crore)																														
1.	Project Construction Services* and Auxiliary Services#.	40																														
2.	Procurement (steel & steel products, cement, etc.)	50																														
Total		90																														
	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.																														

4.6. Arm's Length Pricing

The related party contract/transaction mentioned in this proposal has been evaluated by a reputed external independent accounting/consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria.

The related party transaction also qualifies as contract under ordinary course of business.

4.7. The Board of Directors recommends the resolution set forth at Item No. 3 of the Notice for approval of the Members.

4.8. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

By Order of the Board of Directors

Sd/-
Subhashish Datta
Company Secretary and Chief Commercial
(FCS: 7584)

February 20, 2019
Kolkata

Registered Office:

11, Station Road, Burmamines,
Jamshedpur- 831007

Tel: +91-657-3046326 Fax: +91-657-2345732

CIN: L74210JH1962PLC000700

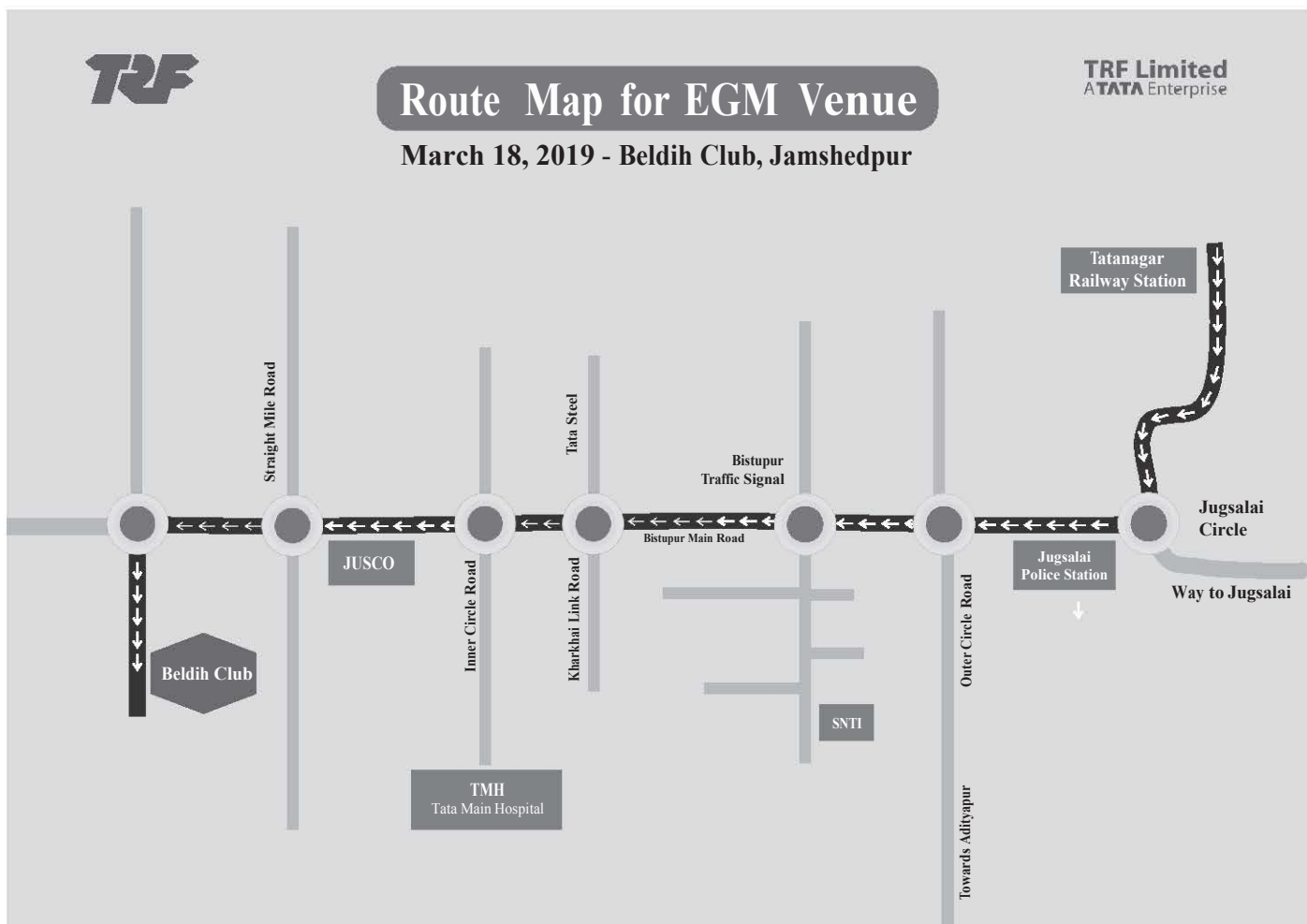
E-mail: investors@trf.co.in

Website: www.trf.co.in

Annexure A

Shareholding Pattern as on December 31, 2018

Category	EQUITY	
	No. of equity shares held	% of equity shares held
(A) Promoter and Promoter Group	37,55,235	34.12
Total (A)	37,55,235	34.12
(B) Public Shareholding		
Institutional		
- Mutual Fund	100	-
- Foreign Portfolio Investors	-	-
- Financial Institutions/Banks	55,888	0.51
- Insurance Companies	3,984	0.04
Sub Total (B1)	59,972	0.55
Non-institutional		
- Individuals	53,82,886	48.92
- Others	18,06,319	16.41
Sub Total (B2)	71,89,205	65.33
Total (B) = (B1) + (B2)	72,49,177	65.88
Total (A) + (B)	1,10,04,412	100.00





TRF Limited

Regd. Office: 11, Station Road, Burmamines, Jamshedpur - 831007
Corporate Identification No. (CIN) : L74210JH1962PLC000700
Tel: +91-657-3046326; Fax: +91-657-2345732; E-mail: comp_sec@trf.co.in; Website: www.trf.co.in

ATTENDANCE SLIP

(To be presented at the entrance duly signed)
EXTRAORDINARY GENERAL MEETING ON MONDAY, MARCH 18, 2019, AT 10:00 A.M. (IST)
AT MAIN HALL, BELDIH CLUB, NORTHERN TOWN, JAMSHEDPUR-831001

I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, March 18, 2019 at 10:00 a.m. (IST) at Main Hall, Beldih Club, Northern Town, Jamshedpur - 831001

Name of the Member/Proxy: _____ Signature: _____

Electronic Voting Event Number (EVEN)	User ID	Password

Note:

- Please refer to the instructions printed under the notes to the Notice of the Extraordinary General Meeting. The remote e-voting period commences on Wednesday, March 13, 2019 (9:00 a.m. IST) and ends on Sunday, March 17, 2019 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- Only Member/Proxyholder can attend the Meeting



TRF Limited

Regd. Office: 11, Station Road, Burmamines, Jamshedpur - 831007
Corporate Identification No. (CIN) : L74210JH1962PLC000700
Tel: +91-657-3046326; Fax: +91-657-2345732; E-mail: comp_sec@trf.co.in; Website: www.trf.co.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended)

Name of the Member(s) : _____

Registered address: _____

E-mail Id: _____

Folio No./Client ID No. _____ DP ID No. _____

I/We being the Member(s) holding _____ Equity Shares of TRF Limited, hereby appoint:

- Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him
- Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him
- Name : _____
Address : _____
Email ID : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, March 18, 2019, at 10:00 a.m. (IST) at Main Hall, Beldih Club, Northern Town, Jamshedpur-831001 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1.	Increase in the Authorised Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum and Articles of Association of the Company		
2.	Issue, offer and allot 12.5% Non-Convertible Redeemable Preference Shares to Tata Steel Limited, on private placement basis		
3.	Approval of Material Related Party Transaction(s) with Tata Steel Limited		

Signed this..... day of 2019

Signature of the Shareholder : _____ Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Notes:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 11, Station Road, Burmamines, Jamshedpur-831007, not less than 48 hours before the commencement of the meeting.
- **2. This is only optional. Please put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner he/she thinks appropriate.
3. Appointing Proxy does not prevent a Member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.