



TRF LIMITED

Ref :SEC:152

November 24, 2021

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001,
Maharashtra, India.

Scrip Code: **505854**

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**

Dear Madam, Sir,

Sub : Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), we enclose a copy of the Postal Ballot Notice dated November 20, 2021 along with the Statement pursuant to Section 102 of the Companies Act, 2013 (**'Postal Ballot Notice/ Notice'**), seeking approval of the Members of the Company for entering into Material Related Party Transactions with Tata Steel Limited. The Notice is also available on the website of the Company at www.trf.co.in .

On account of threat posed by COVID-19 pandemic situation and in terms of the General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**) and pursuant to other applicable laws and regulations, the Company is sending this Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services Limited (collectively referred to as **"Depositories"**) as on **Friday, November 19, 2021 ("Cut-off Date")** (**"Eligible Members"**) and who have already registered their e-mail addresses with the Company/ TSR Darashaw Consultants Private Limited / the Company's Registrar and Share Transfer Agents (**'RTA'**) / Depositories/ Depository Participants or who will register their e-mail addresses with RTA, on or before 5:00 p.m. (IST) on Friday, December 17, 2021 in accordance with the procedure specified in the Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, November 19, 2021.

11 Station Road Burmamines Jamshedpur 831 007 INDIA
Tel +91 657 3046266 FAX +91 657 2345718 e mail: comp_sec@trf.co.in www.trf.co.in
CIN L74210JH1962PLC000700

A TATA Enterprise



TRF LIMITED

To facilitate Members to receive this Notice electronically, the Company has made special arrangement with its RTA for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 p.m. (IST) on Friday, December 17, 2021, pursuant to which, any Member, may receive on the e-mail address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

The process for one-time registration of e-mail address is as under:

I. For Members who hold shares in electronic form:

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown: TRF Limited
- c) Enter details in respective fields such as DP ID and Client ID, Name of the Shareholder, PAN details, mobile number and e-mail ID.
- d) System will send OTP on mobile number and e-mail ID.
- e) Enter OTP received on mobile number and e-mail ID and submit.

II. For Members who hold shares in physical form:

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown: TRF Limited
- c) Enter details in respective fields such as Folio no. and Certificate no., Name of the Shareholder, PAN details, mobile number and e-mail ID.
- d) System will send OTP on mobile number and e-mail ID.
- e) Enter OTP received on mobile number and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, to the Member. In case of any queries, Members may write to csg-unit@tcplindia.com or evoting@nsdl.co.in

For permanent registration of e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, TSR Darashaw Consultants Private Limited having its office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, E-mail Id: csg-unit@tcplindia.co.in

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants / the Company's RTA, TSR Darashaw Consultants Private Limited (Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083) E-mail Id: csg-unit@tcplindia.co.in to enable serving of notices / documents / Annual Reports electronically to their e-mail addresses.

11 Station Road Burmamines Jamshedpur 831 007 INDIA
Tel +91 657 3046266 FAX +91 657 2345718 e mail: comp_sec@trf.co.in www.trf.co.in
CIN L74210JH1962PLC000700

A TATA Enterprise



TRF LIMITED

The voting process shall commence on Thursday, November 25, 2021 at 9:00 a.m. (IST) and shall end on Friday, December 24, 2021 at 5:00 p.m. (IST). Eligible Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. (IST) on Friday, December 24, 2021. Remote e-voting will be disabled by NSDL immediately thereafter and the Member will not be allowed to vote beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off Date, i.e. Friday, November 19, 2021, shall be able to cast their vote electronically.

The results of the voting conducted through Postal Ballot along with the Scrutinizer's Report will be announced on or before **Sunday, December 26, 2021**. The results along with the Scrutinizers Report will be available on the website of the Company at www.trf.co.in, the website of NSDL at www.evoting.nsdl.com and also shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,
For **TRF LIMITED**

Prasun Banerjee
Company Secretary and Compliance Officer

Encl : As above



TRF LIMITED

Corporate Identity No. (CIN): L74210JH1962PLC000700

Registered Office: 11, Station Road, Burmamines, Jamshedpur – 831007

Tel: 91 657 2345727 Fax: 91 657 2345732;

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Thursday, November 25, 2021	Friday, December 24, 2021

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, in view of the COVID-19 pandemic (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot only through voting by electronic means (remote e-voting).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**'Notice'**).

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.trf.co.in

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Friday, December 24, 2021**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. P. K. Singh (Membership No. FCS-5878) or failing him Mr. Rohit Prakash Prit (Membership No. ACS-33602) of M/s P. K. Singh & Associates, Practicing Company Secretaries as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him on or before **Sunday, December 26, 2021**. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at www.trf.co.in and on the website of NSDL at www.evoting.nsdl.com and intimated to BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') (collectively '**Stock Exchanges**'), where the equity shares of the Company are listed, on or before **Sunday, December 26, 2021**. Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. **Friday, December 24, 2021**.

Special Business:

1. 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"), the Company's policy on Related Party transaction(s) and in terms of the Memorandum and Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board"), to enter into arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for availing Inter-Corporate Deposit for an amount upto ₹100 Crore (Rupees One Hundred Crore only) at an interest rate of 9.92% per annum which is at arm's length, for a tenure of 12 months in the ordinary course of business.

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, 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 the Managing Director 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 are hereby approved ratified and confirmed in all respect."

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('**Act**') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons therefor is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/TSR Darashaw Consultants Private Ltd., the Company's Registrar and Transfer Agent ('**RTA**') as on **Friday, November 19, 2021 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail addresses in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, November 19, 2021.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice
5. The remote e-voting shall commence on **Thursday, November 25, 2021 at 9.00 a.m. (IST)** and shall end on **Friday, December 24, 2021 at 5.00 p.m. (IST)**. During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting immediately thereafter.
6. The Board of Directors has appointed Mr. P. K. Singh (Membership No. FCS-5878) or failing him Mr. Rohit Prakash Prit (Membership No. ACS-33602) of M/s P. K. Singh & Associates, Practicing Company Secretaries as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Sunday, December 26, 2021**. The Scrutinizer's decision on the validity of votes cast will be final.
8. 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 Board, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. **Friday, December 24, 2021**.
10. Members may download the Notice from the Company's website at www.trf.co.in or from NSDL's website at www.evoting.nsdl.com A copy of the Notice is also available on the websites of BSE at www.bseindia.com and NSE at www.nseindia.com
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. **Process for Registration of e-mail addresses:**

One time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

To facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, TSR Darashaw Consultants Private Limited for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before **5:00 p.m. (IST)** on **Friday, December 17, 2021**, pursuant to which, any Member, may receive on the e-mail address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

The process for one-time registration of e-mail address is as under:

I. For Members who hold shares in electronic form:

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown: TRF Limited
- c) Enter details in respective fields such as DP ID and Client ID, Name of the Shareholder, PAN details, mobile number and e-mail ID.
- d) System will send OTP on mobile number and e-mail ID.
- e) Enter OTP received on mobile number and e-mail ID and submit.

II. For Members who hold shares in physical form:

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown: TRF Limited
- c) Enter details in respective fields such as Folio no. and Certificate no., Name of the Shareholder, PAN details, mobile number and e-mail ID.
- d) System will send OTP on mobile number and e-mail ID.
- e) Enter OTP received on mobile number and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, to the Member. In case of any queries, Members may write to csg-unit@tpclindia.co.in or evoting@nsdl.co.in

13. For permanent registration of their e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, TSR Darashaw Consultants Private Limited, (formerly TSR Darashaw Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, E-mail Id: csg-unit@tcplindia.co.in
14. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their Depository Participants/the Company's RTA, TSR Darashaw Consultants Private Limited, (formerly TSR Darashaw Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, E-mail Id: csg-unit@tcplindia.co.in to enable serving of notices/documents/Annual Reports electronically to their e-mail addresses.
15. **PROCESS TO CAST VOTES THROUGH REMOTE E-VOTING**

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

Step 1: Access to NSDL e-voting system

(A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access to the e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E-Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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 are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 118837 then user ID is 118837001***

5. Password details for shareholders other than Individual shareholders 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**
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.nsdl.co.in
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.co.in
 - 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 etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle are in active status.
2. Select "EVEN" of company -118837 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the 'Downloads Section' of www.evoting.nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or at telephone no. 022 2499 4545. Alternatively, Members may also contact TSR Darashaw Consultants Private Limited, Registrar and Share Transfer Agents of the Company at csg-unit@tcplindia.co.in

Process for those shareholders whose e-mail address are not registered with the Depositories for procuring User ID and Password and registration of e-mail address for e-voting for the resolution set out in this notice:

1. For shares held in physical mode please provide Folio No., Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to comp_sec@trf.co.in
2. For shares held in electronic mode, please provide DPID-CLID (16 digit DPID+CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to comp_sec@trf.co.in If you are an individual shareholder, holding securities in electronic mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in electronic mode.
3. Alternatively, the Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

By Order of the Board of Directors

For TRF Limited

Sd/-

Prasun Banerjee

Company Secretary

Membership No. ACS: 29791

Jamshedpur

Date: November 20, 2021

Registered Office:

11, Station Road, Burmamines, Jamshedpur – 831 007.

Tel No: 0657-2345727

CIN: L74210JH1962PLC000700

E-mail: comp_sec@trf.co.in

Website: www.trf.co.in

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013, AS AMENDED

The following Statement sets out all material facts relating to the special business under Item no. 1 of the accompanying Notice dated November 20, 2021:

Item No. 1:

The Company proposes to avail Inter-Corporate Deposit (ICD) for an amount upto ₹100 Crore (Rupees One Hundred Crore only) at an interest rate of 9.92% per annum which is at arm's length, for a tenure of 12 months in the ordinary course of business from Tata Steel Limited (TSL). The transaction, if carried out, will be a Material Related Party Transaction (MRPT) in the ordinary course of business under Regulation 23 of the Listing Regulations.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on November 12, 2021 have approved the said MRPT with TSL on arms' length basis subject to approval of the shareholders of the Company.

BACKGROUND AND DETAILS OF THE TRANSACTION

Despite a slew of measures undertaken by the Company to improve its cash accruals, the two waves of the COVID-19 pandemic have impacted the overall financial health and liquidity position of the Company. As a result, the Company's receivables remains constrained and the working capital requirements getting further stretched.

The Company has availed working capital loans from time to time to meet its working capital requirements from Company's bankers in the ordinary course of business. However, due to strained liquidity position, continuous lower turnover and operating losses, Banks are deliberating on scaling down Company's drawing power and recalibrate their working capital exposure.

Considering the current liquidity position and the vulnerability to changes in funding limits by Banks, the Company has approached Tata Steel to provide working capital funds by way of ICD and gradually replace the working capital lines of Banks with Tata Steel's ICD lines.

Also, the Company needs the required working capital for making payments to long-outstanding vendor liabilities to seek their support towards material supplies for completing legacy projects and other orders, as this is acting as a serious bottleneck to scale up the plant capacity utilization and deliver on committed orders, thus resulting in erosion of customer satisfaction.

It is, therefore, imperative that the Company looks at an alternative funding source (medium to long-term) to fund its working capital requirements.

FUNDING, UTILIZATION AND REPAYMENT

1. The funding is in the form of Inter-Corporate Deposit (ICD) for an amount upto ₹100 Crore (Rupees One Hundred Crore only) at an interest rate of 9.92% per annum which is at arm's length, for a tenure of 12 months in the ordinary course of business from Tata Steel Limited (TSL).
2. The funding will be utilized towards reduction in aggregate outstanding principal amounts of working capital loans from Banks and towards the payment of vendor liabilities to complete legacy projects and other orders.
3. The funding will primarily be repaid through collection of retention sums on completion of legacy projects and part of the contracted cash flows on Tata Steel and other orders.

IN THE AFORESAID BACKGROUND, THE COMPANY EXPLAINS BELOW FURTHER DETAILS

As per Regulation 23(4) of SEBI Listing Regulations, all Material Related Party Transactions shall require approval of Members through Ordinary Resolution. Further, explanation provided to Regulation 23(1) of SEBI Listing Regulations, 2015 states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The relevant turnover for the financial year 2020-21 was ₹114 Crore (Rupees One Hundred Fourteen Crore only) and 10% of which is equal to approximately ₹11.40 Crore (Rupees Eleven Crore Forty Lakhs only).

Accordingly, it is proposed to secure Members' approval for the proposed related party transaction/arrangement with Tata Steel Limited.

Further, pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction/arrangement 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	a) Mr. T.V. Narendran, Non-Executive Chairman of TRF Limited is also the Chief Executive Officer & Managing Director of Tata Steel Limited. b) Mr. Koushik Chatterjee, Non-Executive Director of TRF Limited is also the Executive Director & Chief Financial Officer of Tata Steel Limited.								
3	Nature of relationship	Tata Steel Limited holds: a) 34.11% Equity Shares in the paid-up capital of the Company; and b) 25,00,00,000, Non-convertible Redeemable Preference Shares of ₹10 (Rupees Ten) each, amounting to ₹250 Crore (Rupees Two Hundred Fifty Crore only) (100%).								
4	Nature, material terms, monetary value and particulars of the transaction/arrangement.									
	<table border="1"> <thead> <tr> <th>SN.</th> <th>Nature of Transaction</th> <th>Arm's Length Price Discovery Mechanism</th> <th>Value for a period of Twelve Months (₹ in Crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Availing of Inter-Corporate Deposit (ICD) from Tata Steel Limited ('TSL')</td> <td>Arm's length pricing done by an Independent Consultant</td> <td>100</td> </tr> </tbody> </table>	SN.	Nature of Transaction	Arm's Length Price Discovery Mechanism	Value for a period of Twelve Months (₹ in Crore)	1	Availing of Inter-Corporate Deposit (ICD) from Tata Steel Limited ('TSL')	Arm's length pricing done by an Independent Consultant	100	
SN.	Nature of Transaction	Arm's Length Price Discovery Mechanism	Value for a period of Twelve Months (₹ in Crore)							
1	Availing of Inter-Corporate Deposit (ICD) from Tata Steel Limited ('TSL')	Arm's length pricing done by an Independent Consultant	100							
5	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.								

Arm's Length Pricing

The related party transaction/arrangement mentioned in this proposal is evaluated by a reputed Independent Consultant and has confirmed that the proposed rate of Interest mentioned above meets the arm's length testing criteria. The said transaction has been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice. Mr. T. V. Narendran who is the Chairman of the Board, is also the Chief Executive Officer & Managing Director of Tata Steel Limited and Mr. Koushik Chatterjee who is the Non-Executive Director of TRF Limited, is also the Executive Director & Chief Financial Officer of Tata Steel Limited and their interest or concern, if any, is limited to the extent of them holding directorship position in both, TRF Limited and Tata Steel Limited.

The Board of Directors recommends the resolution set forth at Item No.1 of the Notice for approval of the Members.

By Order of the Board of Directors
For TRF Limited

Sd/-
Prasun Banerjee
Company Secretary
Membership No. ACS: 29791

Jamshedpur
Date: November 20, 2021

Registered Office:

11, Station Road, Burmamines, Jamshedpur – 831 007.
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