



## TRF LIMITED

Ref :SEC:152

January 2, 2023

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,

### **Subject : Notice of Postal Ballot of TRF Limited**

We enclose herewith a copy of the Notice of Postal Ballot of TRF Limited (**'the Company'**) dated December 30, 2022 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'Notice'**), seeking approval of the Members of the Company on the Ordinary /Special resolution(s) forming part of the Notice.

On account of threat posed by COVID-19 pandemic situation and in terms of the 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, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 11/2022 dated December 28, 2022, 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, December 23, 2022 ("Cut-off Date")** (**"Eligible Members"**) and who have already registered their e-mail addresses with the Company/ TSR 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 **Wednesday, January 25, 2023** 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, December 23, 2022.

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



## TRF LIMITED

to provide the same to the RTA, on or **before 5:00 p.m. (IST) on Wednesday, January 25, 2023**, 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](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](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](mailto:csg-unit@tcplindia.com) or [evoting@nsdl.co.in](mailto: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 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](mailto: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 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](mailto:csg-unit@tcplindia.co.in) to enable serving of notices / documents / Annual Reports electronically to their e-mail addresses.

**The voting process shall commence on Tuesday, January 3, 2023 at 9:00 a.m. (IST) and shall end on Wednesday, February 1, 2023 at 5:00 p.m. (IST).** The Company has engaged the services of National Securities Depository Limited ('NSDL') to



## TRF LIMITED

provide remote e-Voting facility to the Members. Eligible Members are requested to record their assent or dissent through the remote e-voting process not later than 5:00 p.m. (IST) on **Wednesday, February 1, 2023**. 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, December 23, 2022, shall be able to cast their vote electronically.

The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP No. 9511) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The results of the voting conducted through Postal Ballot along with the Scrutinizer's Report will be announced on or before **Friday, February 3, 2023**. The results along with the Scrutinizers Report will be available on the website of the Company at [www.trf.co.in](http://www.trf.co.in) the website of NSDL at [www.evoting.nsdl.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

The Notice is also being made available on the website of the Company at [www.trf.co.in](http://www.trf.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This disclosure is being given pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,  
Yours faithfully,

**TRF LIMITED**

**PRASUN  
BANERJEE**

Digitally signed by PRASUN BANERJEE  
DN: c=IN, o=Personal,  
pseudonym=9015dce5bbae7cddc3dda3fc240fe  
6270857fe6f62cc42594aa098696a6b3708,  
2.5.4.20=b7593267defadbc2ca743b701966070  
a32f88fa39d2c789e007636d3ca097,  
postalCode=83310, st=JH44904IND,  
serialNumber=1f6cb99b1cccf76f689c0cc6f67  
3cc0086973d4eeef9f60596a062314fe7,  
cn=PRASUN BANERJEE  
Date: 2023.01.02 15:22:22 +05'30'

**Prasun Banerjee**

Company Secretary and Compliance Officer

Encl : As above

11 Station Road Burmamines Jamshedpur 831 007 INDIA  
Tel +91 657 3046266 FAX +91 657 2345718 e mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in) [www.trf.co.in](http://www.trf.co.in)  
CIN L74210JH1962PLC000700

**A TATA Enterprise**



## 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](mailto:comp_sec@trf.co.in) Website: [www.trf.co.in](http://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.]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, January 3, 2023, at 9:00 a.m. (IST)	Wednesday, February 1, 2023, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the 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, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 11/2022 dated December 28, 2022, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, 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 are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, TRF Limited ('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 SEBI 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](http://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 Wednesday, February 1, 2023**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company, appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or to any person authorized by him on or before **Friday, February 3, 2023**. The results of the voting conducted through Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at [www.trf.co.in](http://www.trf.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://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 **Friday, February 3, 2023**. Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

The Resolutions, 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. **Wednesday, February 1, 2023**.

## **SPECIAL BUSINESS**

### **1. Appointment of Mr. Umesh Kumar Singh (DIN: 08708676) as a Director**

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

**"RESOLVED THAT** Mr. Umesh Kumar Singh (DIN: 08708676), who was appointed as an Additional Director of the Company effective October 1, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Rules made thereunder (including any modification, amendment or re-enactment thereof) and Article 104 of the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

### **2. Appointment of Mr. Umesh Kumar Singh (DIN: 08708676) as Managing Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Article 136 of the Articles of Association of the Company and such other approvals, permissions and sanctions of such other authorities as may be required in this regard, the approval of the Members be and is hereby accorded to the appointment and terms of remuneration of Mr. Umesh Kumar Singh (DIN: 08708676) as the Managing Director ('MD') of the Company for a period of three years effective October 1, 2022 through September 30, 2025, not liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee ('NRC') and approved by the Board of Directors ('Board') and as set out in the Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure, within the overall limits of Section 197 of the Act, with liberty to the Board which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment (including remuneration) as it may deem fit, and in such manner as may be agreed to between the Board and Mr. Umesh Kumar Singh.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### **3. Appointment of Mr. Sanjib Nanda (DIN: 01045306) as a Director**

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

**"RESOLVED THAT** Mr. Sanjib Nanda (DIN: 01045306) who was appointed, as an Additional Director (Non-Executive, Non-Independent) effective December 17, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Rules made thereunder (including any modification, amendment or re-enactment thereof) and Article 104 of the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## **Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this 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 to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/TSR Consultants Private Limited, the Company's Registrars and Transfer Agent ('RTA')



as on Friday, December 23, 2022 ('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 address 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, December 23, 2022.

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 SEBI Listing Regulations, MCA Circulars and SS-2, 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. 14 of this Notice.
5. The remote e-voting shall commence on Tuesday, January 3, 2023, at 9.00 a.m. (IST) and shall end on Wednesday, February 1, 2023, at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors of the Company, appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Friday, February 3, 2023. 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](http://www.trf.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolutions, 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., Wednesday, February 1, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Members may download the Notice from the Company's website at [www.trf.co.in](http://www.trf.co.in) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch of Notice, till the last date of e-voting. Alternately, Members may also send their requests to [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

### 13. Process for Registration of e-mail addresses:

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

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, TSR Consultants Private Limited for registration of e-mail addresses. 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 Wednesday, January 25, 2023.

- B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:



- a) Visit the link: [https://tcpl.linkintime.co.in/EmailReg/Email\\_Register.html](https://tcpl.linkintime.co.in/EmailReg/Email_Register.html)
- b) Select the name of the Company from drop-down: TRF Limited
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
- d) System will send One Time Password ('OTP') on mobile number and e-mail address
- e) Enter this OTP and submit

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Point 14, step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- C. Registration of e-mail address permanently with Company / Depository Participant (DP): Members are requested to register the e-mail address with their concerned DPs in respect of electronic holding and with the Company / RTA in respect of physical holding. Please visit <https://tcplindia.co.in/client-downloads.html> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Integrated Reports and other communications electronically to their e-mail address in future.

#### 14. 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

Pursuant to 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. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access 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	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.</li> <li>4. Click on 'Access to e-voting' appearing under e-voting services and you will be able to see e-voting page.</li> <li>5. 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.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. After getting yourself registered, please follow steps given in points 1-5</li> </ol>

Type of Shareholders	Login Method
	<p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on 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.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi and then use your existing my easi username &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and you may click on login icon and then click New System Myeasi and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile No.&amp; e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33

**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?**

1. 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.
2. 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 e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

3. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is TR***** and EVEN is 123162 then user ID is 123162TR*****

4. 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 address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. 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 address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 of this Notice.
5. 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.com](http://www.evoting.nsdl.com)
  - b) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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.
6. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
7. Now, you will have to click on 'Login' button.
8. 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 having voting cycle.
2. Select 'EVEN' of Company - 123162 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab on the screen or 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 [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

By Order of the Board of Directors

Sd/-

**Prasun Banerjee**

Company Secretary & Compliance Officer  
Membership No. ACS: 29791

**Date** : December 30, 2022

**Place** : Jamshedpur

**Registered Office:**

11, Station Road, Burmamines, Jamshedpur - 831007

Tel: 0657-2345727

**E-mail:** [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in); **Website:** [www.trf.co.in](http://www.trf.co.in)

**CIN:** L74210JH1962PLC000700



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

The following Statement sets out all material facts relating to Item No(s). 1 to 3 mentioned in the accompanying Notice.

### Item No. 1 and 2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Umesh Kumar Singh as an Additional Director (Executive) effective October 1, 2022, and Managing Director of the Company, not liable to retire by rotation, for a term of three years effective October 1, 2022 through September 30, 2025, subject to the approval of the Members.

Pursuant to the provisions of Section 161 of the Act and Article 104 of the Articles of Association of the Company, Mr. Umesh Kumar Singh is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Singh for the office of Director. Mr. Singh once appointed will not be liable to retire by rotation and will be subject to the Company's policy on Retirement of Directors.

The Company has received from Mr. Singh (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on September 22, 2022, approved the terms and conditions of Mr. Umesh Kumar Singh appointment, subject to the approval of the Members.

The main terms and conditions relating to appointment of Mr. Umesh Kumar Singh as the Managing Director are given below:

- i. **Period:** For a period of 3 years i.e., from October 1, 2022 until September 30, 2025.
- ii. **Nature of duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- iii. **Remuneration & other benefits:** The Managing Director is on deputation from Tata Steel Limited. The remuneration as determined by Nomination and Remuneration Committee is ₹ 1,34,98,164/- per annum. The Managing Director is eligible for annual increment and/or performance bonus and other benefits as may be decided by the Nomination and Remuneration Committee and the Board.

The performance bonus is payable subject to certain performance criteria and such other parameters as may be considered appropriate by the Board, from time to time.

The parameters that may be considered by the Board (as recommended by the NRC), for determining the amount of performance bonus are:

  - a) Company's performance
  - b) The MD's performance
  - c) Industry benchmarks of remuneration
- iv. **Minimum Remuneration:** In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Managing Director's appointment, the Company shall pay remuneration to the Managing Director by way of salary, benefits, perquisites and allowances, performance linked bonus/ commission, as approved by the Board, subject to provisions of the Act and Schedule V of the Act.
- v. **Term and Termination:** Subject as hereinafter provided, the Agreement with the MD shall remain in force for a period of 3 years from the date of Appointment until September 30, 2025, unless terminated earlier. The Agreement may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of [Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board)], in lieu of such notice.
- vi. The employment of the Managing Director ('MD') may be terminated by the Company without notice or payment in lieu of notice:
  - a. if the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD of any of the stipulations contained in the Agreement; or
  - c. in the event the Board expresses its loss of confidence in the MD.



vii. In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

viii. Upon the termination by whatever means of his employment under the Agreement:

- a. the MD shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
- b. the MD shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.

The profile and specific areas of expertise of Mr. Singh and other relevant information as required under Secretarial Standards are provided as an annexure to this Notice.

None of the Directors and/or other Key Managerial Personnel of the Company, or their relatives, except Mr. Umesh Kumar Singh, to whom this resolution relates, is in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item Nos. 1 & 2 of the Notice.

In compliance with the provisions of the Act and the SEBI Listing Regulations, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Umesh Kumar Singh as the Managing Director of the Company as set out above. The Board recommends the resolution set forth in item Nos.1 & 2 of the Notice for the approval of the Members.

### Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Sanjib Nanda as an Additional Director (Non-Executive, Non-Independent) of the Company effective December 17, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') read with the Rules made thereunder (including any modification, amendment or re-enactment thereof) and Article 104 of the Articles of Association of the Company, Mr. Sanjib Nanda is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Nanda for the office of Director. Mr. Nanda, once appointed, will be liable to retire by rotation and will be subject to the Company's policy on Retirement of Directors.

The Board considered Mr. Sanjib Nanda to be a suitable candidate to join the Board of TRF Limited after analyzing the various skills and expertise of Mr. Nanda in the areas of financial management, financial reporting, accounting, capital market, mergers & acquisitions.

The Company has received from Mr. Nanda (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Nanda and other relevant information as required under Secretarial Standards are provided as an annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives, except Mr. Sanjib Nanda, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 3 of the Notice.

In compliance with the provisions of the Act and the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Nanda as Director of the Company as set out above. The Board recommends the Resolution set forth in item no. 3 of the Notice for the approval of the Members.

By Order of the Board of Directors

Sd/-

**Prasun Banerjee**

Company Secretary & Compliance Officer

Membership No. ACS: 29791

**Date :** December 30, 2022

**Place :** Jamshedpur

### Registered Office:

11, Station Road, Burmamines, Jamshedpur - 831007

Tel: 0657-2345727

E-mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in); Website: [www.trf.co.in](http://www.trf.co.in)

CIN: L74210JH1962PLC000700



## ANNEXURE TO THE NOTICE

Additional Information as required under Schedule V to the Companies Act, 2013:

### I. General Information:-

#### (1) Nature of industry: Engineering

TRF Limited (“TRF” or the “Company”) has been engaged in the business of designing & manufacturing of the Bulk material handling systems and equipment for core sector industries such as power, ports, steel, mining and cement for projects undertaken on Turnkey basis. The equipment’s include Crushers, Screens, Feeders, Conveying equipment, Mining equipment, Wagon tippler systems and Stacker reclaimers.

The other primary area of business is as follows -

- Electromechanical jobs
- Industrial structure and fabrication
- Life Cycle Services and allied services

The manufacturing facility of the Company is located at its Jamshedpur works on a 21 acre area (covered area: 26,050 sq. mts.) at Burmamines, Jamshedpur, Jharkhand.

- (2) **Date or expected date of commencement of commercial production:** The Company was incorporated on November 20, 1962 and Commencement of Business Certificate was granted on November 4, 1963. The Company had since commenced its business.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- (4) **Financial performance based on given indicators:** (Amount in lakhs)

Financial Parameters'	2019-20	2020-21	2021-22
Turnover	18,641.11	11,394.93	12,713.76
Net Profit/(Loss) before Tax	(13,263.91)	(6,796.00)	(2,034.95)
Net Profit/(Loss)	(13,263.91)	(6,796.00)	(2,034.95)
Amount of dividend	NIL	NIL	NIL

#### (5) Foreign investments or collaborations, if any :

Litton Systems Inc., U.S.A. hold 1.98% of the equity capital of the Company.

### II. Information about the appointees:-

#### (1) Background details:

- a. Educational qualification: Mr. Umesh Kumar Singh has completed B.E. (Mechanical) from BIT Mesra and holds a Diploma in Management studies from XIM, Bhubaneswar.
- b. Experience: He has over 21 years of experience in areas of procurement management, project management, supply chain management in the steel industry, Total Quality Management (TQM), Theory of Constraint, Tata Business Excellence Model (TBEM) and Operations. He was appointed as Chief Project Procurement, Kalinganagar Projects, Tata Steel in 2011, where his responsibilities included execution of project procurement for greenfield steel plant, logistics operations, material management, import-export shipments, as well as establishing and maintaining quality standard processes. In 2016, he was appointed as Chief Operations & New Initiatives, Industrial By-products Management Division (IBMD) and was responsible recovery, reuse and recycling of all solid wastes generated at the Tata Steel Plant. In February 2020, he was appointed as the Executive Director of Tata Pigments Limited and thereafter, in June 2020, he was appointed as the Managing Director of Tata Pigments Limited, the position which he held till September 30, 2022. He has brought about significant change in areas that he has handled and has been a high performing leader with proven track record.

(2) **Past remuneration:** Not applicable.

(3) **Recognition and awards:** None.

**(4) Job profile and his suitability:-**

**a. His job profile and responsibilities inter-alia includes: -**

- (i) Zero Fatality in Operations;
- (ii) Providing Insights for Effective functioning of Board and its Committees;
- (iii) Drive achievement of Annual Business Plan;
- (iv) Create long term value generation for all stakeholders;
- (v) Strategy Development and Deployment;
- (vi) To make the Company financially viable by driving Organizational Performance.

**b. Suitability: -**

Mr. Singh was appointed as Chief Project Procurement, Kalinganagar Projects, Tata Steel in 2011, where his responsibilities included execution of project procurement for greenfield steel plant, logistics operations, material management, import-export shipments, as well as establishing and maintaining quality standard processes. In 2016, Mr. Singh was appointed as Chief Operations & New Initiatives, IBMD and was responsible recovery, reuse and recycling of all solid wastes generated at the Tata Steel Plant.

In February 2020, he was appointed as the Executive Director of Tata Pigments Limited and thereafter, in June 2020, he was appointed as the Managing Director of Tata Pigments Limited, the position which he held till September 30, 2022.

Mr. Singh has brought about significant change in areas that he has handled and has been a high performing leader with proven track record.

**(5) Remuneration proposed:** The Managing Director is on deputation from Tata Steel Limited. The remuneration as determined by Nomination and Remuneration Committee is ₹ 1,34,98,164/- per annum and annual increment (including performance bonus) and other benefits.

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC.

**(6) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration proposed is commensurate with respect to the industry, size of the Company & profile of the person.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any:**

Apart from receiving remuneration as Managing Director, Mr. Umesh Kumar Singh has no other pecuniary relationship directly/indirectly with the Company. He is also not having any direct or indirect interest or related to the Directors or Promoter(s) of the Company.

**III. OTHER INFORMATION :**

**(1) Reasons of Inadequate profits:**

The Company is seeking the permission of the shareholders for remuneration in any of the three years of his appointment, as laid down in part II in section II to schedule V of the Companies Act, 2013, only in the event the Company has no profit or inadequate profits in any such financial year.

**(2) Steps taken or proposed to be taken for improvement:**

- a) The Company has recently declared its merger with Tata Steel Limited, subject to all regulatory approvals;
- b) Better engagements with Tata Steel, through improved & effective utilization of human capital and manufacturing resources;
- c) Growth opportunities in the Steel sector especially from Tata Steel's expansion projects;
- d) Improvement in productivity and optimum utilisation of resources of the Company.

**(3) Expected increase in productivity and profits in measurable terms:**

The Company, by adoption of measures as aforesaid, expects higher turnover in future years and make the Company profitable.

## ANNEXURE TO THE NOTICE

**Details of Director seeking appointment /re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings**

**Profile of Mr. Umesh Kumar Singh (DIN: 08708676)**



Name of the Director	Mr. Umesh Kumar Singh
DIN	08708676
Designation	Managing Director
Age (Years)	53
Qualifications	B.E. (Mechanical) from BIT Mesra and holds a Diploma in Management studies from XIM, Bhubaneswar
Brief Profile and Experience	<p>Mr. Singh has over 21 years of experience in areas of procurement management, project management, supply chain management in the steel industry, Total Quality Management (TQM), Theory of Constraint, Tata Business Excellence Model (TBEM) and Operations.</p> <p>He was appointed as Chief Project Procurement, Kalinganagar Projects, Tata Steel in 2011, where his responsibilities included execution of project procurement for greenfield steel plant, logistics operations, material management, import-export shipments, as well as establishing and maintaining quality standard processes. In 2016, Mr. Singh was appointed as Chief Operations &amp; New Initiatives, Industrial By-products Management Division (IBMD) and was responsible recovery, reuse and recycling of all solid wastes generated at the Tata Steel Plant.</p> <p>In February 2020, he was appointed as the Executive Director of Tata Pigments Limited and thereafter, in June 2020, he was appointed as the Managing Director of Tata Pigments Limited, the position which he held till September 30, 2022.</p> <p>Mr. Singh has brought about significant change in areas that he has handled and has been a high performing leader with proven track record.</p>
Terms and Conditions of appointment / re-appointment	<p>Mr. Umesh Kumar Singh is being appointed as Managing Director for a period of 3 years, i.e., from October 1, 2022 to September 30, 2025 and is not liable to retire by rotation.</p> <p>Other terms and conditions including remuneration of Mr. Singh's appointment forms part of the Statement to this Notice.</p>
Details of Remuneration sought to be paid	The Managing Director is on deputation from Tata Steel Limited. The remuneration as determined by Nomination and Remuneration Committee is ₹ 1,34,98,164/- per annum and annual increment (including performance bonus) and other benefits.



Remuneration last drawn	Not applicable
Date of first appointment on the Board	October 1, 2022
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Singh and other Directors, Manager and other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during Financial Year 2022-23	One
Other Directorships (All Companies except of Foreign Companies to be mentioned)	Not applicable
Membership / Chairmanship of Committees of other Boards	Not applicable
Listed Entities from which Mr. Singh has resigned as Director in past 3 years	NIL

Profile of Mr. Sanjib Nanda (DIN: 01045306)



Name of the Director	Mr. Sanjib Nanda
DIN	01045306
Designation	Non-Executive, Non-Independent Director
Age (Years)	58
Qualifications	Chartered Accountant
Brief Profile and Experience	<p>Mr. Sanjib Nanda is currently Vice President, Financial Operations &amp; Corporate Reporting at Tata Steel. He previously led the Finance &amp; Accounts function as CFO of NatSteel Group and Tata Steel BSL post the acquisition of Bhushan Steel through IBC process.</p> <p>Over the past 15 years, Mr. Nanda has led various Group Finance functions at Tata Steel including Capital Markets, Treasury, Corporate Finance &amp; Banking, Strategy, M&amp;A and Finance Transformation projects. He has also worked for over a decade in the area of International Sales &amp; Marketing, heading the South-East Asia region for Tata Steel and subsequently leading the worldwide steel trading business.</p> <p>He is a member of the Board of Directors of various subsidiaries of Tata Steel Group Companies in India &amp; South-East Asia.</p> <p>Prior to joining Tata Steel, Mr. Nanda worked with A. F. Ferguson &amp; Company (now known as Deloitte), the leading Chartered Accountant firm in India, and was involved in Audits of large Indian and multinational corporates, as well as Foreign Banks and advisory services of multinational companies.</p>
Terms and Conditions of appointment / re-appointment	<p>Being a Non-Executive, Non-Independent Director of the Company, he is liable to retire by rotation.</p> <p>He shall not be paid sitting fees for the meetings of the Board and/or Committee of the Board.</p>
Details of Remuneration sought to be paid	Not applicable
Remuneration last drawn	Not applicable
Date of first appointment on the Board	December 17, 2022
Shareholding in the Company	NIL

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Nanda and other Directors, Manager and other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during Financial Year 2022-23	Not applicable
Other Directorships (All Companies except of Foreign Companies to be mentioned)	Bhushan Steel (South) Limited Angul Energy Limited Industrial Energy Limited Bhubaneshwar Power Private Limited Tata Steel Advanced Materials Limited Kalimati Global Shared Services Limited The Indian Steel & Wire Products Limited
Membership/ Chairmanship of Committees of other Boards	<b>Chairperson of Board Committees</b> Bhubaneshwar Power Private Limited - Audit Committee Angul Energy Limited - Audit Committee <b>Member of Board Committees</b> Industrial Energy Limited - Audit Committee
Listed Entities from which Mr. Nanda has resigned as Director in past 3 years	NIL