



SEC:152

17.6.2019

General Manager- Corporate Services
BSE Ltd.
Floor 25, P.J.Towers
Dalal Street,
Mumbai - 400 001
Scrip Code: 505854

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

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

Dear Sir/Madam,

Sub: Notice of the 56th Annual General Meeting (AGM) of TRF Limited

Please find enclosed herewith Notice of the 56th AGM of TRF Limited scheduled to be held on Friday, July 12, 2019 at 12.30 p.m. at Main Hall, Beldih Club, Northern Town, Jamshedpur -831001.

This is for your information and record.

Thanking you,

Yours faithfully,
For TRF LIMITED

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

(Subhashish Datta)
Company Secretary & Compliance Officer

Encl: As above

Notice

Notice is hereby given that the 56th Annual General Meeting of TRF Limited will be held at Main Hall, Beldih Club, Northern Town, Jamshedpur- 831001 on Friday, July 12, 2019 at 12.30p.m. (IST) to transact the following business:

Ordinary Business :

Item No. 1 – Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Mr. Vinayak Kashinath Deshpande (DIN: 00036827), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Special Business:

Item No. 4 - Appointment of Mr. Ranganath Raghupathy Rao as a Director

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

“RESOLVED THAT Mr. Ranganath Raghupathy Rao (DIN: 06725337), who was appointed by the Board of Directors as an Additional Director of the Company effective September 14, 2018 and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('Act') 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 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, liable to retire by rotation.”

Item No. 5 - Re-appointment of Mr. Ranaveer Sinha as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Ranaveer Sinha (DIN: 00103398), who was appointed as an Independent Director at the 51st Annual General Meeting of the Company and who holds office up to August 1, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect 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, based on the recommendations of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from August 2, 2019 upto attaining the age of 70 years i.e. July 8, 2024.”

Item No. 6 - Appointment of Mr. Sumit Shubhadarshan as a Director

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

“RESOLVED THAT Mr. Sumit Shubhadarshan (DIN: 07004155), who was appointed by the Board of Directors as an Additional Director of the Company effective September 15, 2018 and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('Act') 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 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.”

Item No. 7 - Appointment of Mr. Sumit Shubhadarshan 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 other applicable provisions, if any, read along

TRF LIMITED

Fifty Sixth Annual Report 2018-19

with Schedule V of the Companies Act, 2013, as amended ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to appoint Mr. Sumit Shubhadarshan (DIN: 07004155), as the Managing Director of the Company for the period from September 15, 2018 to September 14, 2021 not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening the 56th Annual General Meeting, 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 of Directors (the 'Board' which term includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment in such manner and as may be agreed to between the Board of Directors and the Managing Director.

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

Item No. 8 - Winding up of TRF Holdings Pte. Limited (a wholly owned subsidiary in Singapore)

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

"RESOLVED THAT, pursuant to Section 180(1)(a) of the Companies Act, 2013 and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI Regulations, RBI Guidelines and subject to all other necessary approvals, consents, permissions and sanctions required from the Company's lenders, and/or other institutions or bodies, statutory authorities and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board for winding up of TRF Holdings Pte. Ltd. (a wholly owned subsidiary of the Company).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorize any director(s), Chief Financial Officer, Company Secretary or any other officer of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

Item No. 9 - Ratification of remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹3,50,000 plus applicable taxes and out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

By Order of the Board of Directors

Registered Office:
11, Station Road,
Burmamines,
Jamshedpur-831007
Dated: April 15, 2019
Place : Kolkata

Subhashish Datta
Company Secretary & Chief Commercial

NOTES:

- a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 4 to 9 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at the Annual General Meeting ('Meeting') is furnished as annexure to the Notice.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
- e) Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- f) In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- g) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- h) The Register of Members and Share Transfer books of the Company will remain closed from Tuesday, July 2, 2019 to Friday, July 5, 2019 (both days inclusive) for the purpose of Annual General Meeting for Financial Year 2018-19.
- i) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting.
- j) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- k) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- l) Section 20 of the Companies Act, 2013 permits service of documents on Members by a company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Company's Annual Report for 2018-19 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for 2018-19 are being sent by the permitted modes. Members may note that the Annual Report for FY 2018-19 will also be available on the Company's website <http://trf.co.in/annual-reports>.
- m) As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company or Company's Registrars and Transfer Agents, TSR Darashaw Limited for assistance in this regard.
- n) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to TSR Darashaw Limited in case the shares are held in physical form.
- o) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSR Darashaw Limited, the details of such folios together with the share certificates for consolidating

their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

- p) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Members may note that the list of unpaid/ unclaimed dividend is available on the website of the Company at <http://trf.co.in/unclaimed-unpaid-dividend>.
- q) Members who have not yet en-cashed their dividend warrant for the financial year ended March 31, 2012, are requested to make their claims to the Registrars & Transfer Agents of the Company without any delay.
- r) The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The instructions for e-voting are annexed to this Notice.
- s) At the 54th AGM held on July 27, 2017 the members approved appointment of Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 59th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

Process and manner for voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its members the facility to cast their votes electronically, through e-Voting services provided by National Securities Depository Limited ('NSDL'). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting') and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given herein below. The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The Notice of the Annual General Meeting indicating the instructions of remote e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the NSDL's website www.nsdl.co.in or the Company's website www.trf.co.in.
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting venue and the members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
- III. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, July 9, 2019 (9:00 am IST) and ends on Thursday, July 11, 2019 (5:00 pm IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 5, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for e-voting are as under:

In case a shareholder receiving e-mail from NSDL or is already registered for e-voting:

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

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

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

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details 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 101456 then user ID is 101456001***
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. "TRF remote e-voting.pdf" file. The password to open the "TRF remote e-voting.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 "TRF remote e-voting.pdf" file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are given below:

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

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

OTHER INSTRUCTIONS:

- VI. 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.
- VII. 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.
- VIII. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- IX. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, July 5, 2019.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, July 05, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XV. Mr. P. K. Singh, Practicing Company Secretary (Membership No. FCS- 5878 & C.P. No.19115) or failing him Mr. Rohit Prakash Prit (Membership No. ACS- 33602 & CP No. 16213), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- XVI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Polling Paper' for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII. 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 immediately on declaration of results by the Chairman or by the person authorized by him in writing and shall also be immediately communicated to the Stock Exchanges where the company's shares are listed.
- t) The Notice of the Annual General Meeting and the Annual Report of the Company for the Financial Year 2018-19 will be available on the Company's website www.trf.co.in for download and also shall be open for inspection at the Registered Office of the Company, on all working days, except Saturdays, between 9.30 a.m. (IST) and 4.00 p.m. (IST) up to the date of the Meeting.

By Order of the Board of Directors

Registered Office:
11, Station Road,
Burmamines,
Jamshedpur-831007
Dated: April 15, 2019
Place : Kolkata

Subhashish Datta
Company Secretary & Chief Commercial

ANNEXURE TO NOTICE

Statements pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') the following Statement sets out all material facts relating to the Special Business set out from Item Nos.4 to 9 of the accompanying Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Ranganath Raghupathy Rao as an additional (Non-Executive, Non Independent) Director of the Company, liable to retire by rotation effective September 14, 2018.

Pursuant to the provisions of Section 161 of the Act and Article 104 of the Articles of Association of the Company, Mr. Ranganath Raghupathy Rao will hold office upto the date of ensuing Annual General Meeting ('AGM') and 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. Ranganath for the office of Director. Mr. Ranganath once appointed will be liable to retire by rotation and will be subject to the Company's policy on Retirement of Directors.

Mr. Ranganath Raghupathy Rao is presently the Vice President Finance (India, South East Asia) of Tata Steel Limited and is responsible for the Financial Accounting, Taxation as well as Consolidation and Reporting of Financial Statements of the Tata Steel Group. Prior to joining Tata Steel, he worked in Cairn Energy India Limited, as Director Finance and was holding the additional charge of CIO. He also worked in Bharat Petroleum in different roles in Finance and Non-Finance. His work experience spans for more than twenty-eight years. He has led the implementation of several strategic initiatives in Finance and Marketing. He has extensive experience in leading Transformation Processes leveraging Information Technology. He was involved in Organizational Restructuring, SAP driven BPR, Strategy Conceptualization and Execution for nearly ten years. In addition to this, he is also responsible for instituting and monitoring necessary internal and system controls, compliance with various statutes to ensure minimum risk exposure to the Company and ensuring presentation of true and fair financials by constant review of policies.

The Company has received from Mr. Ranganath (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, that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

Considering the vast experience of Mr. Ranganath Raghupathy Rao, the Board is of the opinion that his appointment will be of immense benefit to the Company and recommends his appointment for the approval of the shareholders.

None of the directors and Key Managerial Personnel of the Company, or their respective relatives, except Mr. Ranganath, to whom the resolution relates, are, concerned or interested, financially or otherwise, in the resolution mentioned at item no. 4 of the Notice.

The Board recommends the Resolution set forth in item no. 4 for the approval of the Members.

Item no. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Ranaveer Sinha (DIN 00103398) as Independent Director, for a second term from August 2, 2019 to July 8, 2024 (i.e. upto attaining the age of 70 years), not liable to retire by rotation. Mr. Ranaveer Sinha was appointed as Independent Director at the 51st Annual General Meeting ("AGM") of the Company and holds office up to August 1, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Sinha would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Ranaveer Sinha was the Managing Director of Tata Hitachi Construction Machinery Co. Ltd., a joint-venture between Tata Motors and Hitachi Construction Machinery Co. Ltd. of Japan. Under his leadership, the company has grown to become India's foremost construction equipment company and has been recognized by being awarded the JRD QV Business Excellence Award from the Tata Group and also the Business Excellence Award Advanced Level by Japan Institute of Plant Maintenance. Since March 2013, he has been Member of the Board of Governors, XLRI, Jamshedpur. He has been associated with several national and international bodies being the past Chairman of Confederation of Indian Industry (CII), Jharkhand Council, Ex-Chairman of International Tube Association (2001 & 2002) and Past Chairman of Indian Earthmoving & Construction Industry Association Ltd.

Mr. Ranaveer Sinha had been appointed as an independent director of the Company with effect from August 2, 2014 and whose term of appointment is expiring on August 1, 2019, not liable to retire by rotation under the applicable provisions of the Companies Act, 2013. As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a fixed term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Mr. Ranaveer Sinha has given a declaration to the Board in terms of section 149(7) of the Act that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Ranaveer Sinha as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director to hold office for the period from August 2, 2019 upto attaining the age of 70 years i.e. July 8, 2024. As per Tata Code of Conduct in the opinion of the Board, Mr. Ranaveer Sinha fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable Regulations, the re-appointment of Mr. Sinha as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ranaveer Sinha, to whom the resolution relates, are, concerned or interested, financially or otherwise, in the Resolution mentioned at item No. 5 of the Notice.

The Board recommends the special resolution set forth at item no.5 of the Notice for approval of the shareholders.

Item nos. 6 & 7

Mr. Sumit Shubhadarshan is a Chartered Accountant and Cost Accountant. He has also completed One year General Management Program from XLRI, Jamshedpur and General Management Program from CEDEP, France and has participated in the Master class for Directors by Institute of Directors.

Mr. Sumit Shubhadarshan joined Tata Steel Limited in 1994. He has worked in various functions in Tata Steel - Tubes Division Accounts, Total Operational Performance Program, Managing Director's office, Strategy and Planning, Project Finance in Chhattisgarh project, Capital Planning & Procurement Accounts, Budgeting & Construction Planning, Engineering & Projects and Group Investment Management.

In September 2017, he was deputed to TRF Limited as Vice President (Commercial).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on September 14, 2018 appointed Mr. Sumit Shubhadarshan as the Managing Director of the Company for a period of 3 (three) years from September 15, 2018 to September 14, 2021 subject to approval of members.

Further, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on September 14, 2018, approved the terms and conditions of Mr. Sumit Subhadarshan's appointment, subject to the approval of the members.

The main terms and conditions relating to appointment of Mr. Sumit Subhadarshan are as follows.

1. Definitions and interpretation

1.1 Definitions

1.1.1 '**Act**' means the Companies Act, 2013, as amended, modified or re-enacted from time to time.

1.1.2 '**Confidential Information**' includes information relating to the business, products, affairs and finances of the Company or any of its associated companies or subsidiaries for the time being confidential to it or to them and trade secrets (including without limitation technical data and know-how) relating to the business of the Company, its subsidiaries or of any of its associated companies or of any of its or their suppliers, clients or customers.

1.1.3 '**Intellectual Property**' includes patents, trademarks whether registered or unregistered, registered or unregistered designs, utility models, copyrights including design copyrights, applications for any of the foregoing and the right to apply for them in any part of the world, discoveries, creations, inventions or improvements upon or additions to an invention, confidential information, know-how and any research effort relating to any of the above mentioned business, names whether registrable or not, moral rights and any similar rights in any country of the Company or any of its associated companies or subsidiaries.

1.1.4 '**Parties**' means collectively the Company and the Managing Director and "**Party**" means individually each of the Parties.

1.2 Interpretation

In this Agreement, unless the context otherwise requires:

1.2.1 Any reference hereinto any clause is to such clause. The Recitals and Clauses to this Agreement including this Interpretation Clause shall be deemed to form part of this Agreement;

1.2.2 The headings are inserted for convenience only and shall not affect the construction of this Agreement;

1.2.3 Words importing the singular include the plural and vice versa;

2. Term and Termination

- 2.1 Subject as hereinafter provided, this Agreement shall remain in force up to 14th September, 2021 for a period of 3 years from the Date of Appointment unless terminated earlier.
- 2.2 This 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 in lieu of such notice.

3. Duties & Powers

- 3.1 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.
- 3.2 The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 3.1 above.
- 3.3 The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- 3.4 Mr. Sumit Shubhadarshan shall undertake his duties from such location as may be directed by the Board.

4. Remuneration

- 4.1 Tata Steel Limited on request made by the Company has sent on deputation Mr. Sumit Shubhadarshan as the Managing Director for a period of 3 years starting from 15th September, 2018. During the period of deputation, the Managing Director will continue to be on the payroll of Tata Steel Limited and such deputation cost will be reimbursed by the Company to Tata Steel Limited. The deputation cost as indicated by Tata Steel Limited is around Rs.120.55 lakhs per annum (including performance bonus) and will be billed on a monthly basis from the date of deputation. Any change in his status or location will cause a change in the deputation charges and hence should be suitably notified to Tata Steel Limited, as and when it is done.

Suitable annual increment shall be allowed every year during the period of deputation. This shall be communicated not later than June every year and shall be effective from 1st April of that financial year. In case there is a need for extension of deputation beyond the specified period, the deputation charges will be reviewed at the end of the deputation period based on the Related Party Transaction guidelines.

- 4.2 **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 to the Managing Director remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act.
- 4.3 Managing Director shall not, so long as he functions as the Managing Director of the Company, entitled to receive any fee for attending any meetings of the Board or any Committee thereof.
- 4.4 The entire remuneration package of the Managing Director shall, however be subject to the overall ceiling laid down under Section 196 and 197 of the Act and conditions of Schedule V of the Act.

5. Variation

The terms and conditions of the appointment of the Managing Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

6. Intellectual Property

- 6.1 Managing Director may make, discover or create Intellectual Property (IP) in the course of his employment and agree that in this respect the Managing Director has a special obligation to protect such Intellectual Property and

use it to further the interests of the Company, or any of its associated companies or subsidiaries.

- 6.2 Subject to the provisions of the laws relating to intellectual property for the time being in force in India, if at any time during his employment, the Managing Director makes or discovers or participates in the making or discovery of any Intellectual Property relating to or capable of being used in the business for the time being carried on by the Company or any of its subsidiaries or associated companies, full details of the Intellectual Property shall immediately be communicated by him to the Company and such Intellectual Property shall be the absolute property of the Company. At the request and expense of the Company, the Managing Director shall give and supply all such information, data, drawings and assistance as may be required to enable the Company to exploit the Intellectual Property to its best advantage and the Managing Director shall execute all documents and do all things which may be necessary or desirable for obtaining patent or other protection for the Intellectual Property in such parts of the world as may be specified by the Company and for vesting the same in the Company or as it may direct.
- 6.3 The Company hereby irrevocably appoints the Managing Director of the Company as its attorney in its name and on its behalf to sign or execute any such instrument or do any such thing and generally to use its name for the purpose of giving to the Company or its nominee the full advantage of the provisions of this clause 6 and if in favour of any third Party, a certificate in writing signed by any Director or the Secretary of the Company that any instrument or act falls within the authority conferred by this clause shall be conclusive evidence that such is the case.
- 6.4 If the Intellectual Property is not the property of the Company, the Company shall, subject to the provisions of the applicable laws for the time being in force, have the right to acquire for itself or its nominee, the Managing Director's rights in the Intellectual Property within 3 months after disclosure pursuant to clause 6.2 above on fair and reasonable terms.
- 6.5 The rights and obligations under this clause shall continue in force after termination of the Agreement in respect of Intellectual Property relating to the period of the Managing Director's employment under the Agreement and shall be binding upon his heirs and legal representatives.

7. Confidentiality

- 7.1 The Managing Director is aware that in the course of his employment, he will have access to and be entrusted with information in respect of the business and finances of the Company including intellectual property, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation to its subsidiaries, associated companies, customers or clients all of which information is or may be of a confidential nature.
- 7.2 The Managing Director shall not except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated companies or any of its or their suppliers, agents, distributors or customers.
- 7.3 All notes, memoranda, documents and Confidential Information concerning the business of the Company and its subsidiaries or associated companies or any of its or their suppliers, agents, distributors or customers which shall be acquired, received or made by the Managing Director during the course of his employment shall be the property of the Company and shall be surrendered by the Managing Director to the Company upon the termination of his employment or at the request of the Board at any time during the course of his employment.

8. Non-competition

The Managing Director covenants with the Company that he will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associated companies. The application of this clause needs to be read in conjunction with the relevant clauses in the Tata Code of Conduct, referred to in Clause 10 below.

9. Selling Agency

The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.

10. Tata Code of Conduct

The provisions of the Tata Code of Conduct shall be deemed to have been incorporated into this Agreement by reference. The Managing Director shall during his term, abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.

11. Personnel Policies

All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Managing Director, unless specifically provided otherwise.

12. Summary termination of employment

The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:

- a. if the Managing Director 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 Managing Director of any of the stipulations contained in the Agreement; or
- c. in the event the Board expresses its loss of confidence in the Managing Director.

13. Termination due to physical / mental incapacity

In the event the Managing Director 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.

14. Resignation from directorships

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

- a. the Managing Director 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 Managing Director 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.

15. Agreement co-terminus with employment / directorship

If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Sumit Shubhadarshan will cease to be the Managing Director and also cease to be a Director of the Company. If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and this Agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

16. Other Directorships

The Managing Director covenants with the Company that he will not during the continuance of his employment with the Company accept any other directorships in any company or body corporate without the prior written consent of the Board.

17. Non-Solicitation

The Managing Director covenants with the Company that he will not for a period of 1 year immediately following the termination of his employment under this Agreement, without the prior written consent of the Board endeavor or entice away from the Company (any L2 or above grade) who has at any time during the (2 years period) immediately preceding such termination been employed or engaged by the Company or any subsidiaries or associated companies at any time during the (2 years period) immediately preceding termination.

18. Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, its registered office for the time being and in the case of the Managing Director his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted by hand or by electronic mail.

19. Miscellaneous

19.1 Governing Law

This Agreement shall be governed by and construed in accordance with the laws of India.

19.2 Jurisdiction

The Parties have agreed to the exclusive jurisdiction of the Indian courts.

19.3 Entire Agreement

This Agreement contains the entire understanding between the Parties and supersedes all previous written or oral agreements, arrangements, representations, and understandings (if any) relating to the subject matter hereof. The Parties confirm that they have not entered into this Agreement upon the basis of any representations that are not expressly incorporated into this Agreement. Neither oral explanation nor oral information given by any Party shall alter or affect the interpretation of this Agreement.

19.4 Waiver

A waiver by either Party of a breach of the provision(s) of this Agreement shall not constitute a general waiver, or prejudice the other Party's right otherwise to demand strict compliance with that provision or any other provisions in this Agreement.

19.5 Severability

Each term, condition, covenant or provision of this Agreement shall be viewed as separate and distinct, and in the event that any such term, covenant or provision shall be held by a court of competent jurisdiction to be invalid, the remaining provisions shall continue to operate.

19.6 Counterparts

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute the same agreement.

The draft agreement to be entered into with Mr. Sumit Shubhadarshan is available for inspection by Members of the Company at its Registered Office between 11.00 AM to 1.00 PM on any working day, except on Saturdays.

None of the Directors except Mr. Sumit Shubhadarshan or other Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution under item 6 & 7 as an Ordinary resolution and Special resolution, respectively.

Item No. 8

TRF had incorporated a subsidiary TRF Holdings Pte. Limited in Singapore on February 2, 2012 for acquisition of 49% stake in York Transport Equipment (Asia) Pte. Limited (York), Singapore.

As a part of Restructuring of subsidiaries, TRF had divested the entire investment in York which was jointly owned by TRF Singapore Pte. Ltd. (TRFS), Singapore (51%) and TRF Holdings Pte Ltd. (TRFH), Singapore (49%) as on April 30, 2018. Consequent to the divestment of entire investment in York, there is no activity in TRF Holdings Pte. Ltd.

The Board of Directors at their meeting held on April 15, 2019 decided to wind up TRF Holdings Pte Ltd. subject to approval of the members and other statutory approvals in India and Singapore, as may be required.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested in the Resolution mentioned at item No. 8 of the Notice, except to the extent of their shareholding, if any, in the Company.

TRF LIMITED

Fifty Sixth Annual Report 2018-19

The Board of Directors recommends the resolution set forth in item No. 8 in the notice for approval of members as an Special Resolution.

Item No. 9

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice.

The Board on the recommendation of Audit Committee, has approved the re-appointment of M/s. Shome & Banerjee, the Cost Auditors, to conduct the audit of cost records of the Company for the financial year 2019-20 at a consolidated remuneration of Rs. 3,50,000/- (plus applicable taxes) and they shall also be entitled for re-imbursement of out of pocket expenses as may be incurred by them, if any, during the course of their assignment.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

M/s Shome & Banerjee have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Shome & Banerjee have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives is concerned or interested, financially or otherwise, in the resolution set forth at item No. 9 of the Notice.

The Board of Directors recommends the resolution set forth in item no. 9 of the notice for the approval of the Members.

By Order of the Board of Directors

Registered Office:
11, Station Road,
Burmamines,
Jamshedpur-831007
CIN- L74210JH1962PLC000700
Phone- 91 657 3046326
Fax- 91 657 2345732
Email Id- comp_sec@trf.co.in
Dated: April 15, 2019
Place : Kolkata

Subhashish Datta
Company Secretary & Chief Commercial

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Profile Sheet of Director - Mr. Vinayak Kashinath Deshpande

<p>Name: Mr. Vinayak Kashinath Deshpande</p> <p>Current Title: Non-Executive Director</p> <p>Date of Birth: 21.07.1957</p> <p>DIN: 00036827</p> <p>Date of appointment: 29.05.2018</p> <p>Expertise in specific functional areas: Engineering & Projects</p> <p>Qualifications: Graduate in Chemical engineering (IIT Kharagpur)</p> <p>Shareholding in TRF Limited: Nil</p> <p>Relationships with other Directors: None</p>	<p>Career Snapshot</p> <p>Mr. Vinayak Kashinath Deshpande is presently the Managing Director of Tata Projects Limited. He is a graduate in Chemical Engineering (1980) from IIT, Kharagpur, having over 36 years of work experience in different roles, in diverse industries; starting with the design and sales of boilers and captive power plants at Thermax, to industrial automation and process controls at Tata Honeywell.</p> <p>At Tata Honeywell, he was the Managing Director of its India business for five years till 2004-05, wherein he grew the company's operations pan India, to achieve about 300% growth. Thereafter he had a successful stint as the Executive President (Operations) of Tata Teleservices.</p> <p>Mr. Deshpande took charge as Managing Director of Tata Projects in July, 2011. Since then Tata Projects has doubled its turnover, and achieved all-round excellence in its business of Industrial Infrastructure. In 2014-15, he had been instrumental in diversifying the company's business in 'Urban Infrastructure' and 'Civil & Environment sectors', wherein the company has won projects to build Urban Metro systems and High Rise buildings. In 2015-16 the company diversified in 'Smart Cities' subsequently winning an order for Smart Lighting in Pune City. In 2016-17 the company bagged its first order for River Rejuvenation in Jaipur (for Dravyavati River rejuvenation).</p> <p>Today Tata Projects has an order book of about Rs. 30,000 Cr, and is poised for rapid growth. With the future in mind, the company would be focusing on its six Business Units – EPC, Transmission & Distribution, Transportation, Civil & Environment, Urban Infrastructure and Quality Services.</p> <p>Under his mentorship, Tata Projects has been voted consecutively for the last 5 years as 'India's Most Admired' and 'Fastest Growing Construction Company' by 'Construction World' journal. Mr. Deshpande too was voted as the Infrastructure Person of the Year for 2016-17. This year, Tata Projects also featured amongst 'Economic Times Best Infrastructure Brands'. The Company was also awarded by EPC World for 'Outstanding Contribution in Power T&D & Infrastructure'. 'Dun & Bradstreet' too has listed Tata Projects amongst Top 10 Infra Companies in 2016.</p>
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Directorship held in other public Companies (excluding foreign Companies) as on 31.03.19: Tata Projects Limited, Kennametal India Limited, Artson Engineering Limited, Voltas Limited, Signify Innovations Limited.

Membership/Chairmanship of Committees of other public Companies

Name of Company	Name of Committee	Status
Kennametal India Limited	Audit Committee	Member
Signify Innovations India Limited	Audit Committee	Member
Signify Innovations India Limited	Stakeholders Relationship Committee	Chairman
Artson Engineering Limited	Nomination & Remuneration Committee	Member
Kennametal India Limited	Nomination & Remuneration Committee	Chairman
Signify Innovations India Limited	Nomination & Remuneration Committee	Member
Tata Projects Limited	Corporate Social Responsibility	Member
Artson Engineering Limited	Corporate Social Responsibility	Member

Profile Sheet of Director - Mr. Ranganath Raghupathy Rao

<p>Name: Mr. Ranganath Raghupathy Rao</p> <p>Current Title: Non Executive Director</p> <p>Date of Birth: 25.05.1959</p> <p>DIN: 06725337</p> <p>Date of appointment: 14.09.2018</p> <p>Expertise in specific functional areas: Accounts & Finance</p> <p>Qualifications: B. Sc, CA</p> <p>Shareholding in TRF Limited: Nil</p> <p>Relationships with other Directors: None</p>	<p>Career Snapshot</p> <p>Mr. Ranganath Raghupathy Rao, Vice President Finance (India & South East Asia), Tata Steel Ltd is responsible the Financial Accounting, Taxation as well as Consolidation and Reporting of Financial Statements of the Tata Steel Group. Prior to joining Tata Steel, he worked in Cairn Energy India Ltd, as Director Finance and was holding the additional charge of CIO. He also worked in Bharat Petroleum in different roles in Finance and Non-Finance. His work experience spans for more than twenty-eight years. He has led the implementation of several strategic initiatives in Finance and Marketing. He has extensive experience in leading Transformation Processes leveraging Information Technology. He was involved in Organizational Restructuring, SAP driven BPR, Strategy Conceptualization and Execution for nearly ten years. In addition to this, he is also responsible for instituting and monitoring necessary internal and system controls, compliance with various statutes to ensure minimum risk exposure to the Company and ensuring presentation of true and fair financials by constant review of policies.</p> <p>Directorship held in other public Companies (excluding foreign Companies) as on 31.03.19: Jamshedpur Utilities & Services Company Limited, Industrial Energy Limited, Kalimati Global Shared Services Limited, Bamnibal Steel Limited.</p>
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Membership/Chairmanship of Committees of other public Companies

Name of Company	Name of Committee	Status
Jamshedpur Utilities & Services Company Limited	Audit Committee	Chairman
Industrial Energy Limited	Audit Committee	Member

Profile Sheet of Director - Mr. Ranaveer Sinha

<p>Name: Mr. Ranaveer Sinha</p> <p>Current Title: Independent Director</p> <p>Date of Birth: 9.07.1954</p> <p>DIN: 00103398</p> <p>Date of appointment: 2.08.2014</p> <p>Expertise in specific functional areas: Engineering</p> <p>Qualifications: B.E. (Mech.), PGDBM (XLRI)</p> <p>Shareholding in TRF Limited: Mr Sinha holds 10 shares of the Company</p> <p>Relationships with other Directors: None</p>	<p>Career Snapshot</p> <p>Mr. Ranaveer Sinha is retired from the position of Managing Director of Tata Hitachi Construction Machinery Co. Ltd., a joint-venture between Tata Motors and Hitachi Construction Machinery Co. Ltd. of Japan. Under his leadership, the company has grown to become India's foremost construction equipment company and has been recognized by being awarded the JRD QV Business Excellence Award from the Tata Group and also the Business Excellence Award Advanced Level by Japan Institute of Plant Maintenance.</p> <p>Since March 2013, he has been a Member of the Board of Governors, XLRI. He was also the Chairman of Serviplot SA and Comoplesa Lebrero SA, Spain, and North Baryval Special Vehicles (NBSV) in China, the companies that have been acquired by Tata Hitachi. He has also been mentoring a number of companies and helping them in their quest for Business Excellence.</p> <p>He has been associated with several national and international bodies being the past Chairman of Confederation of Indian Industry (CII), Jharkhand Council, Ex-Chairman of International Tube Association (2001 & 2002), and Past Chairman of Indian Earthmoving & Construction Industry Association Ltd.</p> <p>Directorship held in other public Companies (excluding foreign Companies) as on 31.03.19: Ramkrishna Forgings Limited</p> <p>Membership/Chairmanship of Committees of other public Companies as on 31.03.19: Nil</p>
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Profile Sheet of Director - Mr. Sumit Shubhadarshan	
Name: Mr. Sumit Shubhadarshan Current Title: Managing Director Date of Birth: 25.04.1969 DIN: 07004155 Date of appointment: 15.09.2018 Expertise in specific functional areas: Finance & Commercial Qualifications: B. Sc, CWA, CA, GMP (XLRI), GMP (CEDEP) Shareholding in TRF Limited: Nil Relationships with other Directors: None	Career Snapshot Mr. Sumit Shubhadarshan joined Tata Steel Ltd in 1994. He has worked in various functions in Tata Steel - Tubes Division Accounts, Total Operational Performance Program, Managing Director's office, Strategy and Planning, Project Finance in Chhattisgarh project, Capital Planning & Procurement Accounts, Budgeting & Construction Planning, Engineering & Projects and Group Investment Management. In September, 2017, he was deputed to TRF Ltd. as Vice President (Commercial). Mr. Shubhadarshan is a Chartered Accountant and Cost Accountant. He has completed One year General Management Program from XLRI, Jamshedpur and General Management Program from CEDEP, France. Trainings Attended: He has participated in the Master Class for Directors by Institute of Directors Directorship held in other public Companies (excluding foreign Companies) as on 31.03.19: Tata Korf Engineering Services Ltd Membership/Chairmanship of Committees of other Public Companies as on 31.03.19: Nil

Information relevant to the appointment of Mr. Sumit Shubhadarshan as the Managing Director as required under Section II of Part II of Schedule V of the Companies Act, 2013:

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 equipments for core sector industries such as power, ports, steel, mining and cement for projects undertaken on Turnkey basis. The equipments 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 locality.

(2) **Expected date of commencement of commercial production:** Not applicable.

(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 during last three years:**

(Rs. in lakhs)

Financial Parameters	2016-17	2017-18	2018-19
Turnover (Sales)	51,978.69	35,395.12	23,705.82
Net Profit/(Loss) before Tax	(4,933.70)	(16,555.80)	(10,556.90)
Net Profit/(Loss) after Tax	(2,691.10)	(14,597.65)	(10,556.90)
Amount of dividend	Nil	Nil	Nil
Rate of dividend declared (%)	Nil	Nil	Nil

(5) **Export performance and net foreign exchange earnings:**

(Rs. in lakhs)

	2016-17	2017-18	2018-19
Foreign exchange earnings including deemed export	18,338.05	4,445.36	Nil
Foreign exchange expenditure outgoings equivalent	332.92	421.50	421.60

(6) **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:

A) Background Details

1(a) Educational Qualification: Mr. Sumit Shubhadarshan is a Chartered Accountant and Cost Accountant. He has completed One year General Management Program from XLRI, Jamshedpur and General Management Program from CEDEP, France. He has participated in the Master class for Directors by Institute of Directors.

1(b) Experience: He has over 24 years of experience in Tata Steel Limited in various positions.

2. Past remuneration- Rs 7.94 Lac per month (As Vice President- Commercial)

3. Recognition and awards: He has CEDEP Management Programme from INSEAD France to his credit.

4. Job profile and his suitability:

(a) **His job profile and responsibilities inter-alia include-**

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

(b) **Suitability**

Mr. Sumit Shubhadarshan joined Tata Steel Ltd in 1994. He has worked in various functions in Tata Steel-Tubes Division Accounts, Total Operational Performance Program, Managing Director's office, Strategy and Planning, Project Finance in Chhattisgarh project, Capital Planning & Procurement Accounts, Budgeting & Construction Planning, Engineering & Projects and Group Investment Management.

In view of Mr Shubhadarshan's vast experience in various operations of Tata Steel and the high esteem in which he held in the corporate circle for his business acumen and leadership qualities, the Board considers Mr. Shubhadarshan as the most suitable professional for shouldering the responsibility of the Managing Director of the Company.

5. Remuneration proposed:

Salary	The deputation cost as indicated by Tata Steel Limited is Rs.120.55 lakhs per annum (including performance bonus) and will be billed on a monthly basis from the date of deputation. Any change in his status or location will cause a change in the deputation charges and hence should be suitably notified to Tata Steel Limited, as and when it is done.
Perquisites & Allowances	
Performance Bonus/Commission	
Minimum Remuneration only in case of absence or inadequacy of profits during any financial year	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 decide remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act.

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. Sumit Shubhadarshan has no other pecuniary relationship directly/indirectly with the Company. Mr. Sumit Shubhadarshan is not having any interest in the capital of the Company, directly or indirectly or through any statutory structure. He is also not having any direct or indirect interest or related to the directors or promoters of the Company.

III. OTHER INFORMATION:

(1) 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) Efforts to get more orders for supply of Equipments, Electromechanical Jobs and Lifecycle Services.
- b) Improvement in productivity and optimum utilisation of resources of the Company.
- c) Turnaround of the Company.

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

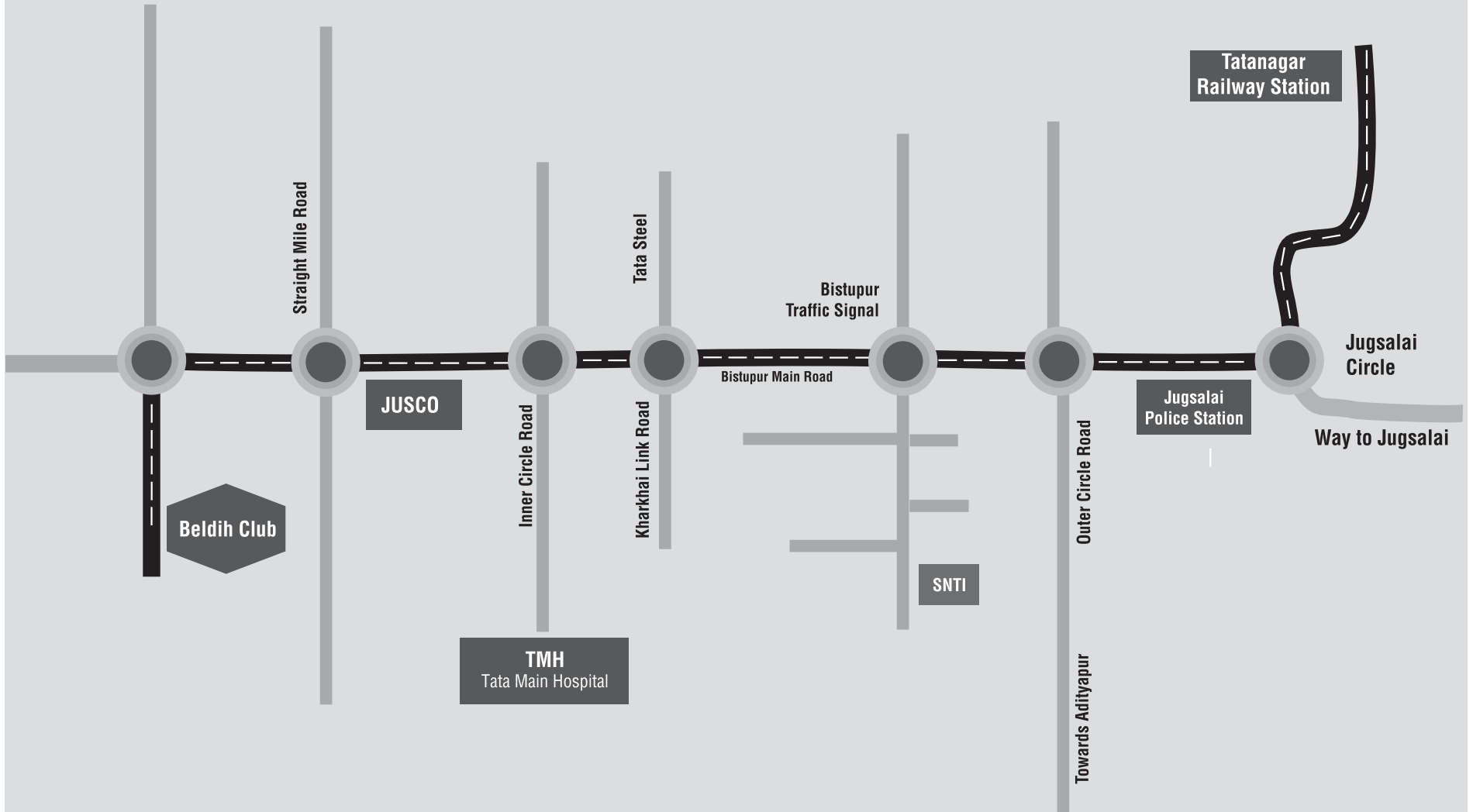
The Company, by adoption of measures as aforesaid, expects higher turnover in future years and make the Company profitable.



Route Map for AGM Venue

July 12, 2019 - Beldih Club

TRF Limited
ATATA Enterprise



TRF Limited
A TATA Enterprise

(CIN : L74210JH1962PLC000700)

Registered Office : 11, Station Road, Burmamines, Jamshedpur — 831 007
Tel: 91 657 3046326 Fax 91 657 2345732 Website: www.trf.co.in; email : comp_sec@trf.co.in



ATTENDANCE SLIP

(To be presented at the entrance duly signed)

I hereby record my presence at the **FIFTY-SIXTH ANNUAL GENERAL MEETING** of TRF Limited to be held at Main Hall, Beldih Club, Northern Town, Bistupur, Jamshedpur- 831 001 on Friday, July 12, 2019 at 12.30 p.m.

SIGNATURE OF THE ATTENDING MEMBER / PROXY : _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please refer to the instructions printed under the Notes to the Notice of the 56th Annual General Meeting. The voting period starts from 9.00 am on Tuesday, the 9th July, 2019 and ends at 5.00 pm on Thursday, the 11th July, 2019. The voting portal shall be disabled by NSDL for voting thereafter.

TRF Limited
A TATA Enterprise

(CIN : L74210JH1962PLC000700)

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PROXY FORM

Name of the member(s) :	
Registered address :	
E-mail ID :	
Folio No/Client ID :	

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

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

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifty-Sixth Annual General Meeting of the Company to be held on Friday, the 12th July, 2019 at 12.30 p.m at Main Hall, Beldih Club, Northern Town, Bistupur, Jamshedpur- 831 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Ordinary Business:

- Adoption of Audited Standalone Financial Statements**
To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
- Adoption of Audited Consolidated Financial Statements**
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.
- Re-appointment of a Director**
To appoint a Director in place of Mr. Vinayak Kashinath Deshpande (DIN: 00036827), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Special Business:

- Appointment of **Mr. Raghupathy Rao Ranganath** (DIN: 06725337) as a Director
- Re-appointment of **Mr. Ranaveer Sinha** (DIN:00103398) as an Independent Director
- Appointment of **Mr. Sumit Shubhadarshan** (DIN: 07004155) as a Director
- Appointment of **Mr. Sumit Shubhadarshan** (DIN: 07004155) as Managing Director
- Winding up of TRF Holdings Pte. Limited (a wholly owned subsidiary in Singapore)
- Ratification of remuneration of Cost Auditors

Affix Rupee
One
Revenue
Stamp

Signature across the stamp

Signed this..... day of, 2019

Signature of the shareholder : Signature of Proxy holder(s) :

Note:

- This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 11, Station Road, Burmamines, Jamshedpur, Jharkhand - 831007, not less than 48 hours before the commencement of the Meeting.
- Members are requested to Select by placing a tick (✓) mark against the resolution. It is optional for the member to indicate his/her preference. In case no specific direction is given, your Proxy may vote or abstain as he/she thinks fit.

TRF LIMITED**a) Voting through electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their rights to vote at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, July 9, 2019 (9:00 am) and ends on Thursday, July 11, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 5, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for e-voting are as under:

The instructions for shareholders for e-voting are as under:

a) In case a shareholder receiving e-mail from NSDL or is already registered for e-voting:

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

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

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

Details on Step 1 are mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will direct you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. "TRF remote e-Voting.pdf" file. Open the "TRF remote e-Voting.pdf" file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are given below:

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

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

OTHER INSTRUCTIONS:

- VI. 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.
- VII. 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.
- VIII. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- IX. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 5, 2019.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 5, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XV. Mr P K Singh, Practicing Company Secretary (Membership No. FCS- 5878 & C.P. No. 19115 or failing him Mr Rohit Prakash Prit (Membership No. ACS-33602 & C.P. No. 16213) Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XVI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII. 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 immediately on declaration of results by the Chairman or by the person authorized by him in writing and shall also be immediately communicated to the Stock Exchanges where the company's shares are listed.