

Notice

Notice is hereby given that the 58th Annual General Meeting of the Members of TRF Limited ('TRF or the Company') will be held on Monday, September 20, 2021 at 3:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following business:

A. Ordinary Business:

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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

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, 2021 together with the Report of the Auditors thereon.

3 - Re-appointment of a Director retiring by rotation

To appoint a Director in the 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.

B. Special Business:

4 - Appointment of Dr. Ansuman Das as an Independent Director

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

"RESOLVED THAT Dr. Ansuman Das (DIN: 02845138), who based on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 26, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification 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 under Section 160(1) of the Act, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act, as amended, the Companies (Appointment and Qualification of Directors) Rules, 2014, 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, Dr. Ansuman Das (DIN: 02845138) 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 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of four years seven months commencing from September 26, 2020 up to April 28, 2025, not liable to retire by rotation."

5 - Appointment of Mr. Avneesh Gupta as a Director

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

"RESOLVED THAT Mr. Avneesh Gupta (DIN: 07581149) who, based on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors, as an Additional Director of the Company effective August 3, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification 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."

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6 - 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 the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 3.50 lakh plus applicable taxes and out-of-pocket expenses, payable to M/s. 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 Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2022.”

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (**‘Act’**) setting out material facts concerning the business with respect to Item No(s). 4 to 6 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (**‘Meeting or AGM’**) is furnished as an annexure to the Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (**‘MCA’**) vide its Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as **‘MCA Circulars’**), and Securities and Exchange Board of India (**‘SEBI’**) vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as **‘SEBI Circulars’**), have permitted the holding of Annual General Meeting (**‘AGM’**) through Video Conferencing (**‘VC’**) or Other Audio-Visual Means (**‘OAVM’**), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 58th AGM of the Company is being held through VC/OAVM on Monday September 20, 2021 at 3:00 p.m. (IST). The deemed venue for the 58th AGM will be 11, Station Road, Burmamines, Jamshedpur-831007.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Corporate/Institutional Shareholders (i.e. other than individuals/HUF, NRI, etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a scan copy (PDF/JPG) of their respective Board or governing body resolution/authorisation to the Scrutinizer by e-mail at pramodkumar.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote during the meeting.
7. In terms of the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.
9. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 58th AGM along with the Annual Report will also be available on the website of the Company at www.trf.co.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. As per Regulation 40 of the Listing Regulations, 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 can contact the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited ('Registrar' or 'RTA') at csg-unit@tcplindia.co.in for assistance in this regard.
11. 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. For details, please refer to corporate governance report which is a part of this Annual Report.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at csg-unit@tcplindia.co.in, in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at www.trf.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting your folio number.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

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17. Process for registering e-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:

- (i) **One time registration of e-mail addresses with Registrar for receiving the Annual Report 2020-21 to cast votes electronically:** The Company has made special arrangements with Registrar for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose e-mail address are not registered in their account/folio and who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to Registrar on or before 5.00 p.m. (IST) on Friday, September 10, 2021.

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

Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html

- a) Select the Name of the Company from dropdown: **TRF Limited**
- b) Enter the DP ID & Client ID/Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- c) Enter Mobile No and e-mail id and click on Continue button.
- d) System will send OTP on Mobile and e-mail Id.
- e) Upload:
 - i. Self-attested copy of PAN Card &
 - ii. Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio.
- f) Enter the OTP received on Mobile and e-mail Address.
- g) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report including Annual Accounts for financial year 2020-2021 along with the e-Voting user ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

- (ii) **Registration of e-mail address permanently with the Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with Registrar, in respect of physical holding by writing to them at csg-unit@tcplindia.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Registrar to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
- (iii) Alternatively, those Members who have not registered their e-mail addresses are required to send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail ids for e-Voting for the resolutions set out in this Notice:

In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card, self-attested scanned copy of Aadhaar Card.

In case shares are held in **demat mode**, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN Card, self-attested scanned copy of Aadhaar Card.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities; the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during AGM will be provided by NSDL.
- ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date on Monday, September 13, 2021 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 13, 2021, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under **‘Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.’**

- iii. The remote e-Voting period begins on **Thursday, September 16, 2021 at 9:00 a.m. (IST) and ends on Sunday, September 19, 2021 at 5:00 p.m. (IST)**. 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. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 13, 2021.
- iv. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com>. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e 116882 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

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- ii. Members are encouraged to submit their questions in advance with respect to the accounts or business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at comp_sec@trf.co.in before 3.00 p.m. (IST) on Monday, September 13, 2021.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iv. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to comp_sec@trf.co.in.
- v. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at comp_sec@trf.co.in between Monday, September 13, 2021 (9:00 a.m. IST) and Thursday, September 16, 2021 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vi. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
- vii. In case of any queries regarding remote e-voting, 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400013 at evoting@nsdl.co.in

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Details on Step 1 are mentioned below:

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs 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>If you are already registered for NSDL IDeAS facility, please-</p> <ol style="list-style-type: none"> i. visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>ii. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <p>iii. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>iv. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>v. 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 or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services,</p> <p>i. option to register is available at https://eservices.nsdl.com.</p> <p>ii. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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 116882 then user ID is 116882001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail Id is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail Id. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client Id for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail Id is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.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 etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. The EVEN No. of TRF Limited is 116882. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

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General Guidelines for shareholders

1. 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.
2. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

THE INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

Other Instructions:

- i. The Board of Directors has appointed Mr. P. K. Singh (Membership No. FCS-5878); or failing him Mr. Rohit Prakash Prit (Membership No.ACS-33602) of M/s P.K. Singh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-Voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.trf.co.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

Prasun Banerjee

Company Secretary

Membership No. ACS: 29791

Jamshedpur
August 25, 2021

Registered Office:

11, Station Road, Burmamines
Jamshedpur – 831 007.
Tel No: 0657-2345715
CIN: L74210JH1962PLC000700
E-mail: comp_sec@trf.co.in
Website: www.trf.co.in

Statement pursuant to Section 102(1) of the Companies Act, 2013 as amended ('Act')

The following Statement sets out all material facts relating to Item Nos. 4 to 6 mentioned in the accompanying Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee (**'NRC'**), the Board of Directors (**'Board'**), appointed Dr. Ansuman Das as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective September 26, 2020. Pursuant to the provisions of Section 161 of the Act and Article 104 of the Articles of Association of the Company, Dr. Ansuman Das will hold office up to the date of the 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 Dr. Das for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Dr. Das, was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of four years seven months commencing September 26, 2020 through April 28, 2025, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received from Dr. Das (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations and a confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations, 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, (iv) a 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 Securities and Exchange Board of India or any other such authority.

Dr. Das has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Dr. Das has completed the proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Dr. Das is a person of integrity, meets the expertise and experience (including the proficiency) and fulfills the conditions as specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management and his appointment is in the interest of the Company. A copy of the draft letter of appointment of Dr. Das as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members in electronic mode during the normal business hours on working days up to the date of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Dr. Das as an Independent Director of the Company for a term of four years seven months commencing September 26, 2020 through April 28, 2025 is now placed for the approval of the Members by an Ordinary Resolution.

The profile and specific areas of expertise of Dr. Das are provided as an annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives, except Dr. Das, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 4 of the Notice.

The Board considers that the association of Dr. Das would be of immense benefit to the Company and accordingly, the Board recommends the passing of the Resolution at Item No. 4 as an Ordinary Resolution for approval of the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (**'Board'**), appointed Mr. Avneesh Gupta as an Additional (Non-Executive, Non-Independent) Director of the Company effective August 3, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (**'Act'**) and Article 104 of the Articles of Association of the Company, Mr. Avneesh Gupta will hold office up to 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

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160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Gupta for the office of Director. Mr. Gupta once appointed will 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. Gupta (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, 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. Gupta 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. Gupta, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 5 of the Notice.

The Board considers that the association of Mr. Gupta would be of immense benefit to the Company and accordingly, the Board recommends the Resolution set forth in item no. 5 for the approval of the Members.

Item No. 6

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. Based on the documents made available and the discussions held at the meeting of the Audit Committee, it considered and recommended the appointment and remuneration of Cost Auditors to the Board of Directors ('Board') of the Company. The Board, has on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditor of the Company for the Financial Year 2021-22.

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 has to be ratified by the Members of the Company. The Board has fixed the remuneration payable to the Cost Auditors for Financial Year 2021-22 at Rs. 3.50 lakh plus applicable taxes and reimbursement of out of pocket expenses. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives is concerned or interested, in the Resolution set forth at item No. 6 of the Notice.

The Board recommends the passing of the Resolution at Item No. 6 as an Ordinary Resolution for approval of the Members.

By Order of the Board of Directors

Sd/-

Prasun Banerjee

Company Secretary

Membership No. ACS: 29791

Jamshedpur

August 25, 2021

Registered Office:

11, Station Road, Burmamines

Jamshedpur – 831 007.

Tel No: 0657-2345715

CIN: L74210JH1962PLC000700

E-mail: comp_sec@trf.co.in

Website: www.trf.co.in

Annexure to the Notice

Details of Directors seeking Appointment/Re-appointment at the 58th Annual General Meeting.

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

1. Mr. Vinayak Kashinath Deshpande

Name of the Director	Mr. Vinayak Kashinath Deshpande
DIN	00036827
Designation	Non-Executive Director
Age (Years)	64
Qualifications	Graduate in Chemical Engineering (IIT Kharagpur)
Brief Profile and Experience	Mr. Deshpande is presently the Managing Director of Tata Projects Limited. He is a graduate in Chemical Engineering (1980) from IIT, Kharagpur, having over 38 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. 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.
Terms and Conditions of appointment/re-appointment	Being a Non-Executive Director of the Company, he is liable to retire by rotation.
Details of Remuneration sought to be paid	Mr. Deshpande is in employment in Tata Group of Companies, he was not paid any sitting fees for attending the meetings of Board/Committees of the Board.
Remuneration last drawn	NIL
Date of first appointment on the Board	May 29, 2018
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. Deshpande, other and members of the Board and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during Financial Year 2020-21	Six
Other Directorships (All Companies except Foreign Companies provided here)	Kennametal India Limited Artson Engineering Limited Voltas Limited Tata Projects Limited Signify Innovations India Limited Pune IT City Metro Limited
Membership / Chairmanship of Committees of other Boards	Chairperson of Board Committees Kennametal India Limited - Nomination and Remuneration Committee Signify Innovations India Limited - Stakeholders Relationship Committee Voltas Limited- Safety-Health-Environment Committee Project Committee Pune IT City Metro Rail Limited - Nomination and Remuneration Committee Member of Board Committees Tata Projects Limited - Corporate Social Responsibility, Safety and Sustainability Committee Project Review Committee Finance Committee Securities Allotment Committee Operational Excellence Committee Signify Innovations India Limited - Audit Committee Nomination and Remuneration Committee Artson Engineering Limited - Nomination and Remuneration Committee Corporate Social Responsibility Committee Kennametal India Limited - Audit Committee Risk Management Committee

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2. Dr. Ansuman Das

Name of the Director	Dr. Ansuman Das
DIN	02845138
Designation	Independent Director
Age (Years)	66
Qualifications	B. Sc. Engg (Mech.), NIT Rourkela & MBA, University of Hull, UK
Brief Profile and Experience	<p>Dr. Das has rich experience in Mines, Metals & Power sector. He started his career in Hindustan Aeronautics Limited as a Management Trainee and served for 6 years in the Aeronautical production sector.</p> <p>Subsequently, he joined National Aluminum Company Limited (NALCO), a Navratna, Central Public Sector Enterprises (CPSE), and served the company in many key functions. As Chairman-cum-Managing Director of NALCO, he has made substantial contributions in areas of Project Management, Operations, Sustainability, Marketing, Human Resources, Corporate Governance etc.</p>
Terms and Conditions of appointment / re-appointment	<p>Appointment is proposed for a term of four years seven months commencing from September 26, 2020 up to April 28, 2025 (i.e. upto attaining the age of 70 years as per group policy).</p> <p>He is paid sitting fee for the meetings of the Board/Committees of the Board.</p>
Details of Remuneration sought to be paid	During the year under review, details regarding the attendance at the Board Meeting and remuneration paid to Dr. Das are provided in the Board's Report and in the Corporate Governance Report forming part of the Board's Report.
Remuneration last drawn	Rs.1.75 lakh (as sitting fees)
Date of first appointment on the Board	September 26, 2020
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 Dr. Das and other Directors, Manager and other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during Financial Year 2020-21	Four
Other Directorships (All Companies except of Foreign Companies to be mentioned)	<p>Tata Steel Long Products Limited</p> <p>Angul Energy Limited</p> <p>Amartya Ventures Private Limited</p>
Membership / Chairmanship of Committees of other Boards	<p>Chairperson of Board Committees</p> <p><u>Angul Energy Limited -</u> Nomination and Remuneration Committee</p> <p><u>Tata Steel Long Products Limited -</u> Safety, Health and Environment Committee</p> <p>Member of Board Committees</p> <p><u>Angul Energy Limited -</u> Audit Committee Corporate Social Responsibility & Sustainability Committee</p> <p><u>Tata Steel Long Products Limited -</u> Stakeholders Relationship Committee Corporate Social Responsibility Committee</p>

3. Mr. Avneesh Gupta

Name of the Director	Mr. Avneesh Gupta
DIN	07581149
Designation	Non-Executive Director
Age (Years)	57
Qualifications	B. Tech from Institute of Technology, BHU, Varanasi. Post Graduate in Business Management, XLRI. Management Development Programme from CEDEP (INSEAD Campus) Fontainebleau, France.
Brief Profile and Experience	<p>Mr. Gupta, is working as Vice-President, Total Quality Management (TQM) and Engineering & Projects, in Tata Steel Limited. He is responsible for the capital projects of Tata Steel and championing the Total Quality Management initiatives. An electrical engineer by qualification, he joined Tata Steel in Jamshedpur as a Graduate Trainee in 1986, after graduating from Institute of Technology BHU, Varanasi.</p> <p>He has been associated with the Theory of Constraints (TOC) programme implementation in Tata Steel since 2005 and has under gone 6 weeks Application Experts program by Goldratt Schools (2005), leading to his certification as a TOC Application Expert in Supply-Chain Logistics.</p>
Terms and Conditions of appointment / re-appointment	Appointment is effective from August 3, 2021. He shall not be paid sitting fee for the meetings of the Board/ Committees of the Board.
Details of Remuneration sought to be paid	Mr. Gupta is in employment with Tata Steel. Hence, he will not be entitled to any remuneration/sitting fees/commission from the Company.
Remuneration last drawn	Not applicable
Date of first appointment on the Board	August 3, 2021
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. Gupta and other Directors, Manager and other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during Financial Year 2020-21	NA
Other Directorships (All Companies except of Foreign Companies to be mentioned)	<p>Industrial Energy Limited</p> <p>Bhubaneshwar Power Private Limited</p>
Membership / Chairmanship of Committees of other Boards	<p>Chairperson of Board Committees</p> <p>Industrial Energy Limited</p> <p>Committee of Directors- Chairman</p> <p>Commercial Committee- Chairman</p> <p>Bhubaneshwar Power Private Limited</p> <p>Corporate Social Responsibility Committee-Chairman</p> <p>Member of Board Committees</p> <p>Industrial Energy Limited</p> <p>Corporate Social Responsibility Committee-Member</p> <p>Bhubaneshwar Power Private Limited</p> <p>Nomination and Remuneration Committee- Member</p>