



TRF LIMITED
A **TATA** Enterprise

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CIN- L74210JH1962PLC000700 **Website:** www.trf.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING AND E-VOTING INFORMATION

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of TRF Limited ("Company") will be held on Monday, March 18, 2019 at 10.00 a.m. (IST) at Main Hall, Beldih Club, Northern Town, Jamshedpur-831001 to transact the following business:

1. Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum and Articles of Association of the Company
2. Issue, offer and allot 12.5% Non-Convertible Redeemable Preference Shares to Tata Steel Limited, on private placement basis
3. Approval of material related party transactions with Tata Steel Limited

The Notice of EGM along with the Attendance Slip and Proxy Form ("Notice") has been sent (a) via email to the Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent or have been made available by the Depositories and (b) in physical form, by permitted modes, to the Members who have not registered their email addresses as mentioned above.

The Company has completed the dispatch of the Notice as well as sending the Notice by email to the Members on Friday, February 22, 2019.

The Notice is also available on the website of the Company at www.trf.co.in, National Securities Depository Limited ("NSDL") at <http://www.evoting.nsdl.com>, BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com.

In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s) or variation(s) thereof 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 on the resolutions set forth in the Notice using electronic voting system from a place other than the venue of the EGM ("remote e-voting"), provided by NSDL and the business may be transacted through such remote e-voting.

Only persons holding shares either in physical or in dematerialized form as on Monday, March 11, 2019 ("Cut-off Date"), are entitled to avail the facility of remote e-voting or voting at the EGM on all the resolutions set forth in the Notice.

All Members are informed that:

1. The remote e-voting commences on Wednesday, March 13, 2019 (9.00 a.m. IST) and shall end on Sunday, March 17, 2019 (5.00 p.m. IST). During this period, Members may cast their vote electronically through remote e-voting module. The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Sunday, March 17, 2019 and Members shall not be allowed to vote through remote e-voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change the vote subsequently.
2. The facility for voting through ballot paper shall also be made available at the EGM and Members who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
3. A person who has acquired shares and become a member of the Company after the dispatch of the Notice and holds shares as on Cut-off Date, may obtain the login ID and password for e-voting by sending a request at evoting@nsdl.com. However, if the person is already registered with NSDL for remote e-voting then the existing user ID and password can be used for casting vote. Alternatively, if the person is also registered for NSDL e-services i.e. IDEAS, he can log-in at <https://eservices.nsdl.com/> with his existing IDEAS login and password for casting his vote electronically. If the person has forgotten his password, he can reset his password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <http://www.evoting.nsdl.com> or contact NSDL at Toll Free No. 1800-222-990 or email at evoting@nsdl.co.in.

Members who have not yet encashed their dividend warrant for the Financial Year ended March 31, 2012 are requested to make their claims to the Registrars & Transfer Agents of the Company without any delay. Members, who still have their holdings in physical form, are requested to convert them into dematerialized form (under ISIN No. INE391D01019).

For electronic voting instruction members may go through the instructions sent along with the Notice of EGM. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for members available at the 'downloads' section of NSDL's e-voting website <http://www.evoting.nsdl.com> or may call on Toll free no.: 1800-222-990 or email at evoting@nsdl.co.in. In case of any grievances regarding the facility of e-voting, Members may contact Ms. Pallavi Mhatre, Asst. Manager, Address: Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Panel, Mumbai-400013; E-mail Id: pallavid@nsdl.co.in; and Phone Number(s): 022-24894138; Toll free no: 1800-222-990.

A Member entitled to attend and vote at the EGM 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. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of EGM. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable. Corporate Members intending to send their authorized representatives to attend the EGM 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 EGM.

For TRF Limited

Jamshedpur
February 22, 2019

Subhashish Datta
Company Secretary and Chief Commercial