



## TRF LIMITED

Corporate Identity No. (CIN): L74210JH1962PLC000700  
Registered Office: 11, Station Road, Burmamines, Jamshedpur - 831 007  
Tel: +91 657 2345727; Fax: +91 657 2345732; E-mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in) Website: [www.trf.co.in](http://www.trf.co.in)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, December 3, 2024, at 9:00 a.m. (IST)	Wednesday, January 1, 2025, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary Resolution, by way of postal ballot only, by voting through electronic means (**'remote e-Voting'**).

Pursuant to Section 102(1) and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (**'Statement'**) is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, TRF Limited (**'Company'**) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

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

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Wednesday, January 1, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.



## SPECIAL BUSINESS

### Appointment of Mr. Sandeep Bhattacharya (DIN: 07071894) as Non-Executive Director

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

**“RESOLVED THAT** Mr. Sandeep Bhattacharya (DIN: 07071894), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive, Non-Independent) of the Company, effective October 24, 2024, under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (**‘Act’**) read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Link Intime India Private Limited, the Company’s Registrars and Transfer Agent (**‘RTA’**) as on **Friday, November 22, 2024 (‘Cut-Off Date’)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

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

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no.14 of this Notice.
5. The remote e-Voting shall commence on **Tuesday, December 3, 2024, at 9:00 a.m. (IST)** and shall end on **Wednesday, January 1, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors of the Company has appointed Mr. P. K. Singh (Membership No. FCS-5878) or failing him Mr. Rohit Prakash Prit (Membership No. ACS-33602) of M/s P. K. Singh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his report to the Chairperson, or any other person authorised by her, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer’s decision on the validity of votes cast will be final.
8. The results of the postal ballot declared along with the Scrutinizer’s Report (**‘Result’**) shall be placed on the Company’s website [www.trf.co.in](http://www.trf.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the Result is declared by the Chairperson or any other person so authorized by her, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited (**‘BSE’**) and the National Stock Exchange of India Limited (**‘NSE’**), where the equity shares of the Company are listed.



The Result shall also be displayed on the notice board of the Company at its Registered Office at 11, Station Road, Burmamines, Jamshedpur - 831 007.

9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday, January 1, 2025**.
10. Members may download the Notice from the website of the Company at <https://trf.co.in/investors-relations/stock-exchange-information/> or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period **Tuesday, December 3, 2024** through **Wednesday, January 1, 2025**.
13. **Process for Registration of e-mail addresses:**

(i) **One time registration of e-mail address with RTA for receiving the Notice and to cast votes electronically:**

The Company has made special arrangements with its RTA, Link Intime India Private Limited, for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive the Notice and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA on or before 5:00 p.m. (IST) on Wednesday, December 25, 2024.

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

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

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password. In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com)

- (ii) As per the SEBI Circular bearing reference nos. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 & SEBI/HO/MIRSD/MIRSD-PoD- 1 / P/ CIR/ 2023 / 37 dated March 16, 2023 (now rescinded due to issuance of Master Circular dated May 17, 2023) issued by SEBI that mandate all the Listed Companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Choice of Nomination of holders of physical securities. Email id is optional, however, the security holders are requested to register email id also to avail online services. **This is applicable for all security holders holding shares in physical mode.**

**The salient features and requirements of the circular are as follows:**

- A) In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid only through electronic mode with effect from April 1, 2024 upon furnishing all the aforesaid details in entirety.
- B) If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 1, 2024, then the security holder would receive all the dividends / interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

**In view of the above, we request you to submit at the earliest the KYC Form printed overleaf and Form ISR-1 duly signed along with the required supporting documents, as applicable.**

The formats for registering Choice of Nomination and Updation of KYC details viz. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circulars are available on the website as mentioned below.

<https://www.linkintime.co.in> → Resources → Downloads → KYC → Formats for KYC.

**You may use any ONE** of the following modes for submission:

1. **In Person Verification (IPV):** by producing the originals to the authorised person of the RTA, who will retain copy(ies) of the document(s). Please note the registered shareholder(s) has to visit the office of the RTA for IPV and not his / her representative.
2. **In hard copy:** by furnishing self-attested photocopy(ies) of the relevant document, with date.
3. **With e-sign:**
  - (a) In case your email id is already registered with us, you may send the scanned copies of your KYC documents with additionally **e-sign** affixed on the documents at a dedicated email-id: [kyc1@linkintime.co.in](mailto:kyc1@linkintime.co.in) Kindly mention the email subject line as **“KYC Updation - (Company Name) - Folio No : \_\_\_\_\_”**.
  - (b) Investors can also upload KYC documents with additionally **e-sign affixed on the documents** on website <https://www.linkintime.co.in> → Resources → Downloads → KYC → Formats for KYC.

E-Sign is an integrated service, which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empanelled e-sign service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign.

#### 14. **Process to cast votes through remote e-Voting**

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

##### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-Voting facility provided by Listed Companies’, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the ‘<b>Beneficial Owner</b>’ icon under ‘<b>Login</b>’ which is available under ‘<b>IDeAS</b>’ section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services section.</li> <li>4. Click on ‘<b>Access to e-Voting</b>’ appearing under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> </ol>

	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>Select '<b>Register Online for IDeAS</b>' Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>After getting yourself registered, please follow steps given in points 1-5.</li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or on a mobile phone.</li> <li>Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi and then use your existing my easi username &amp; password.</li> <li>After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and you may click on login icon and then click New System Myeasi and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from an e-Voting link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 21 09911

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is TR***** and EVEN is 132261 for fully paid-up Ordinary equity shares then user ID is 132261TR*****.

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 address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 of this Notice.
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](http://www.evoting.nsdl.com)
  - b) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.
2. Select 'EVEN' of Company, which is 132261, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### General Guidelines for shareholders

1. Corporate Members or Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ 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](mailto:pramodkumar.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries/ grievances pertaining to 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 NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051.

**By Order of the Board of Directors**

**Date:** November 28, 2024

**Place:** Jamshedpur

**Registered Office:**

11, Station Road, Burmamines Jamshedpur - 831 007.

**Tel No:** 0657-2345727

**CIN:** L74210JH1962PLC000700

**E-mail:** [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in)

**Website:** [www.trf.co.in](http://www.trf.co.in)

Sd/-  
**Prasun Banerjee**  
Company Secretary & Compliance Officer  
Membership No. ACS: 29791



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

The following Statement sets out all material facts relating to the proposed Resolution mentioned in the accompanying Notice.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board, appointed Mr. Sandeep Bhattacharya (DIN: 07071894) as an Additional (Non-Executive, Non-Independent) Director of the Company, effective October 24, 2024. Pursuant to the provisions of Section 161 of the Act read with the Rules made thereunder (including any modification, amendment or re-enactment thereof) and Article 104 of the Articles of Association of the Company, Mr. Sandeep Bhattacharya is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Bhattacharya for the office of Director. Mr. Bhattacharya once appointed will be liable to retire by rotation.

The Company has also received from Mr. Bhattacharya (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, and (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India are annexed to this Notice.

Mr. Sandeep Bhattacharya joined Tata Steel Limited ('Tata Steel') in 2011 as Chief Finance & Accounts, Orissa Projects and has worked in different capacities within Tata Steel in Financial Operations, Business Finance & Corporate Reporting. In 2014, he was appointed as Chief-Financial Transaction & Control and later re-designated as Chief Financial Operations & Business Finance. Presently, Mr. Bhattacharya is the Vice President Financial Control & Business Analytics at Tata Steel. Before joining Tata Steel, he worked as Assistant Vice President (Business Finance) at Bharat Oman Refineries Ltd. During his long career, he has handled senior positions in finance and treasury functions at Essar Investments Ltd. and at Bharat Petroleum Corporation Limited for over 13 years. Mr. Bhattacharya has completed his PGDBM (Management) from IMT Ghaziabad and Cost Management Accounting from The Institute of Cost and Works Accountants of India.

Taking into account the valuable experience of Mr. Bhattacharya and based on the recommendation of the NRC, the Board considered the appointment of Mr. Bhattacharya as an Additional (Non-Executive, Non-Independent) Director. Mr. Bhattacharya's directorship in the Company will immensely benefit the Company.

None of the Director(s) and/or Key Managerial Personnel of the Company and/or their respective relatives, except Mr. Bhattacharya, to whom the Resolution relates, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned in the Notice.

In compliance with the provisions of the Act and the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Bhattacharya as Director on the Board of the Company, as an ordinary resolution as set out above.

The Board recommends the ordinary resolution set forth in the Notice for the approval of the Members.

**By Order of the Board of Directors**

**Date:** November 28, 2024

**Place:** Jamshedpur

**Registered Office:**

11, Station Road, Burmamines Jamshedpur - 831 007.

**Tel No:** 0657-2345727

**CIN:** L74210JH1962PLC000700

**E-mail:** [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in)

**Website:** [www.trf.co.in](http://www.trf.co.in)

Sd/-  
**Prasun Banerjee**  
Company Secretary & Compliance Officer  
Membership No. ACS: 29791

## ANNEXURE TO THE NOTICE

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

#### Profile of Mr. Sandeep Bhattacharya (DIN: 07071894)

(Non-Executive Director)



Mr. Sandeep Bhattacharya (53) was appointed as an Additional (Non-Executive, Non-Independent) Director of the Company, effective October 24, 2024.

Mr. Sandeep Bhattacharya is currently the Vice President - Financial Control and Business Analytics of Tata Steel Limited ('Tata Steel').

#### Particulars of experience, attributes or skills that qualify Mr. Bhattacharya for Board membership:

Mr. Sandeep Bhattacharya joined Tata Steel as Chief Finance & Accounts Orissa Projects in 2011. Before joining Tata Steel, he worked as Assistant Vice President (Business Finance) at Bharat Oman Refineries Ltd. During his long career, he has handled senior positions in finance and treasury functions at Essar Investments Ltd. and at Bharat Petroleum Corporation Limited for more than 13 years.

After joining Tata Steel in 2011, he worked in varied roles across the finance function. He has rich experience in financial procedures and building internal controls for profit monitoring, working capital and asset management. In 2014, he was redesignated as Chief Financial Transaction & Control and in 2019 as Chief Financial Operations & Business Finance.

Mr. Sandeep Bhattacharya completed his PGDM from IMT Ghaziabad and Cost Management Accounting from The Institute of Cost and Works Accounts.

Mr. Bhattacharya is presently on the Board of Tata Steel Business Delivery Centre Limited. The rich experience of Mr. Sandeep Bhattacharya will strengthen the Board's collective vision, knowledge, capabilities and experience.

#### Terms and conditions of appointment:

Mr. Bhattacharya has been appointed as a Non-Executive Director of the Company, effective October 24, 2024, and is liable to retire by rotation.

#### Board Meeting Attendance and Remuneration:

Mr. Bhattacharya was appointed on the Board of Directors of the Company at the Board meeting held on October 23, 2024, effective October 24, 2024. Post his appointment, no Board or Committee Meetings were held.

In line with the internal guidelines of the Company, no payment is made towards sitting fees/commission to the Non-Executive Directors of the Company, who are in full-time employment with any other Tata Company.

#### Disclosure of Relationship *inter-se* between Directors, Manager and other Key Managerial Personnel:

There is no *inter-se* relationship between Mr. Sandeep Bhattacharya, other Members of the Board and Key Managerial Personnel of the Company.

#### Shareholding in the Company:

Mr. Sandeep Bhattacharya does not hold any equity shares of the Company.



**Bodies Corporate (other than TRF Limited and Foreign Companies), in which Mr. Sandeep Bhattacharya holds Directorships and Committee positions:**

**Directorships**

Tata Steel Business Delivery Centre Limited

**Chairperson of Board Committees**

None

**Member of Board Committees**

None

**Listed Entities from which Mr. Sandeep Bhattacharya has resigned as Director in past 3 years:**

None