

## TRF LIMITED

**Registered Office:** 11, Station Road, Burmamines, Jamshedpur – 831007  
**Tel:** 91 657 3046 326 **Fax:** 91 657 2345732; **CIN:** L74210JH1962PLC000700  
**E-mail:** [investors@trf.co.in](mailto:investors@trf.co.in) **Website:** [www.trf.co.in](http://www.trf.co.in)

### NOTICE OF POSTAL BALLOT

**Dear Members,**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and further pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable laws and regulations, for seeking approval of the Members of TRF Limited (“Company”) to the proposed resolutions appended below by way of postal ballot including voting by electronic means (“e-voting”).

An explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons therefore, is appended along with a postal ballot form (“Postal Ballot Form”).

Pursuant to Rule 22(5) of the Rules, the Committee of Directors as per the directives of the Board of Directors of your Company at its meeting held on March 21, 2018 has appointed Mr. P. K. Singh (Membership No. FCS- 5878 & C.P. No.19115) as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer Mr. P. K. Singh (Membership No. FCS-5878 & CP No. 19115), on or before 5.00 p.m. IST on April 27, 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically and is also dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

Upon completion of the scrutiny of the Forms (including e-voting), the Scrutinizer will submit his report to the Chairman or a person authorised by him in writing. The result of the postal ballot would be announced by the Chairman or the person authorised by him on or before April 30, 2018 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizers report on the Company’s website viz. [www.trf.co.in](http://www.trf.co.in)

### PROPOSED RESOLUTIONS

#### Item - 1

**To approve the sale of the entire stake held by the Company’s subsidiaries TRF Singapore Pte Ltd and TRF Holdings Pte Ltd in York Transport Equipment (Asia) Pte Ltd (a step down wholly owned subsidiary of the Company).**

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

**“RESOLVED THAT** in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, the Rules there under, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, approval and authority of the Company be and is hereby granted for divestment by way of

sale, transfer, or disposal of the entire shareholding held by its subsidiaries TRF Singapore Pte Ltd (hereinafter referred as 'TRFS') & TRF Holdings Pte Ltd (hereinafter referred as 'TRFH') in York Transport Equipment (Asia) Pte Ltd (hereinafter referred as "York"), (York is a step down wholly owned subsidiary of the Company) to SAF-Holland GMBH at an enterprise value of USD 40 million on a cash free debt free basis (subject to working capital adjustment) based on the binding offer received from the buyer SAF-Holland GMBH and draft Sale and Purchase Agreement to be entered into with the said buyer as approved by the Board of TRFS, TRFH and also approved by the Committee of Directors of TRF Ltd and thereby ceasing to exercise any ownership or control over York Transport Equipment (Asia) Pte Ltd and all its subsidiaries on such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as may be required as the Board of Directors of TRF Ltd/ TRF Singapore Pte Ltd/TRF Holdings Pte. Ltd which term shall include any committee of directors constituted by the Board), may deem fit and appropriate in the interests of the Company;

**RESOLVED FURTHER THAT** the Board of TRF Ltd /TRF Singapore Pte Ltd/TRF Holdings Pte. Ltd be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required), and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

#### **Item-2**

#### **To approve material related party transactions with Tata Steel Ltd.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ["SEBI LODR"] and other relevant provisions of the Companies Act, 2013 ["Act"] read with related Rules thereto, consent of the members be and is hereby accorded to the transactions to be entered with Tata Steel Ltd, as detailed in the explanatory statement annexed to the notice, upto such amount as mentioned in the explanatory statement, during the financial year 2018-19 and each subsequent year till the termination of the said contract/arrangement.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and to delegate all or any of the powers herein conferred to any director(s), Chief Financial Officer, Company Secretary or any other officer of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

#### **Registered Office:**

11, Station Road, Burmamines,  
Jamshedpur- 831007  
Dated: March 21, 2018

For **TRF Limited**

**TARUN KUMAR SRIVASTAVA**  
Company Secretary

## NOTES:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Resolution passed by the members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting by members.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on March 16, 2018 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. This notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available 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)
5. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company's website [www.trf.co.in](http://www.trf.co.in) and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. IST Friday, on April 27, 2018.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its Members.
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of TRF Limited during business hours i.e. 9.00 A.M. to 5.00 P.M. (IST) on all working days from the date of dispatch of the Notice till April 27, 2018.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer Mr. P. K. Singh (Membership No. FCS-5878 & CP No. 19115), so that it reaches the Scrutinizer not later than by 5.00 p.m. IST on April 27, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. IST on April 27, 2018 it will be considered that no reply from the Member has been received. The address for sending completed postal ballot is Mr, P.K. Singh, The Scrutinizer for TRF Ltd., 11 Station Road, Burmamines, Jamshedpur - 831007.

Additionally, please note that the Postal Ballot Forms shall be considered invalid if:

- i. it is not possible to determine without any doubt the assent or dissent of the Member, and/ or
  - ii. a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or
  - iii. it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or
  - iv. the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

10. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may send an e-mail to the Company at [investors@trf.co.in](mailto:investors@trf.co.in) or [evoting@trf.co.in](mailto:evoting@trf.co.in). The Company shall forward the same along with prepaid postage self- addressed Business Reply Envelope to the Member.
11. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) Hindi newspaper, each having wide circulation in Jharkhand, where the registered office of the Company is situated.
12. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company.
11. Voting rights in the Postal Ballot cannot be exercised by proxy.
12. In case the shares are jointly held, the postal ballot form should be completed and signed by the first named member and in his / her absence, by the next named member.
13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
14. Instructions for Voting:

### **Voting through electronic means**

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

#### **a) In case of shareholders' receiving e-mail from NSDL or is already registered for e-voting**

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

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

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

**Details on Step 1 is mentioned below:**

#### **To Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>Forexample 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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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

#### **To cast your vote electronically on NSDL e-Voting system**

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

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|                              |         |              |

- (ii) Please follow all steps from Sl. No a above, to cast vote.

### Other Instructions

- i. The e-voting period commences on March 29, 2018 (9.00 a.m. IST) and ends on April 27, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on March 16, 2018 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, would count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/ Director.
- iii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [pramodkumar.pcs@gmail.com](mailto:pramodkumar.pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- iv. 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
- v. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Registered Office:

11, Station Road, Burmamines,  
Jamshedpur- 831007  
Dated: March 21, 2018

For TRF Limited

**TARUN KUMAR SRIVASTAVA**

Company Secretary

## EXPLANATORY STATEMENT

### Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013

#### Item -1

TRF Limited ("TRF" or the Company") has been engaged in the material handling business and has been providing various types of material handling equipments and systems to sectors such as power, steel, port and mining.

As a part of restructuring of subsidiaries, the Committee of Directors based on the directives of the Board has accepted the proposal for divestment by its subsidiaries TRF Singapore Pte Ltd & TRF Holdings Pte Ltd of their entire 100% shares held by them in York Transport Equipment (Asia) Pte Ltd (Company Registration No 198900157E) having its registered office at 122 Pioneer Road, Singapore-639583 (hereinafter referred as "York") to SAF-Holland GMBH (the buyer) at an enterprise value of USD 40 million on a cash free, debt free basis (subject to working capital adjustment) based on the binding offer received from the buyer SAF-Holland GMBH having its registered office at Hauptstrabe 26, 63856 Bessenbach-Keilberg, Germany and draft Sale and Purchase Agreement to be entered into with the said buyer as approved by the Board of TRFS, TRFH and also approved by the Committee of Directors of TRF Ltd. York is a step down wholly owned subsidiary of the Company. The value received is in line with the enterprise valuation of York done by DBS Singapore and fairness opinion by BDO India LLP.

The issued and fully paid-up capital of York is Singapore \$ 17,675,282 comprising of 25,237,139 ordinary shares.

The Shares of York are held by the following two subsidiaries of the Company:

- a) TRF Singapore Pte Ltd (Company Registration No 200718178D) (hereinafter referred as “TRFS”) holding 12,870,941 ordinary shares representing 51% of the share capital of York ; and
- b) TRF Holdings Pte Ltd (Company Registration No 201202468E) (hereinafter referred as “TRFH”) holding 12,366,198 ordinary shares representing 49% of the share capital of York

York has following wholly owned subsidiaries:

| Sr. No. | Name of subsidiary                          | Location     |
|---------|---|--------------|
| 1       | Rednet Pte. Ltd                             | Singapore    |
| 2       | YTE Special Products Pte Ltd                | Singapore    |
| 3       | YTE Transport Equipment (SA) Pty Ltd        | South Africa |
| 4       | York Sales (Thailand) Co. Ltd               | Thailand     |
| 5       | York Transport Equipment Pty. Ltd           | Australia    |
| 6       | Qingdao YTE Special Products Co Ltd         | China        |
| 7       | York Transport Equipment (Shanghai) Co. Ltd | China        |
| 8       | York Transport Equipment (India) Pvt Ltd    | India        |
| 9       | PT York Engineering                         | Indonesia    |

Of the proceeds received from divestment, an amount of US\$ 21.4 million will be used to satisfy the loan taken at the time of acquisition of 49% stake in York. The said Loan was novated to York as such the said US\$ 21.4 million will be paid to York.

The divestment proceeds will generate much needed cash flows for TRF Ltd and thus help in improving its financial position and its core business.

After the proposed divestment by TRFS and TRFH of York, York and its subsidiaries will cease to be subsidiaries of TRF Ltd.

The Committee of Directors recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution.

SAF-Holland GMBH does not belong to the promoter/promoter group of Group Companies of TRF. None of the directors or key managerial personnel of the Company, relatives of directors or key managerial personnel are in any way concerned or interested, financially or otherwise in the proposed resolution.

## Item-2

As per Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (LODR) Regulations, 2015 all material related party transactions require the approval of shareholders. Further explanation provided to Regulation 23(1) of SEBI (LODR) Regulations, 2015 states that a transaction with related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during the financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

- (a) The under mentioned transactions proposed to be entered into with Tata Steel Ltd in FY 2018-19, as approved by the Audit Committee and Board are sought to be approved by the members.

| Sr. No. | Description  | Details  |
|---------|--|--|
| 1       | Name of the Related Party  | Tata Steel Limited   |
| 2       | Name of the director or key managerial person who is related, if any | <p>None of the directors and KMP of TRF Ltd are directors or KMP of Tata Steel Ltd</p> <p>The following directors hold executive positions in Tata Steel Ltd:</p> <ol style="list-style-type: none"> <li>1. Mr Sandip Biswas - Chairman of TRF Ltd is Group Executive Vice President Finance of Tata Steel Ltd.</li> <li>2. Mr Dibyendu Bose is Group Director (Investments &amp; New Ventures) of Tata Steel Ltd</li> <li>3. Mr Rajesh Ranjan Jha is Vice President (Engineering &amp; Projects) of Tata Steel Ltd</li> </ol> |

| 3       | Nature of relationship   | Tata Steel Ltd holds 34.11% Equity Shares of the Company   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
|---------|--|--|---------|-----------------------|---|---|---|----|---|--|----|---|---|----|---|--|----|----|---|----|----|--|----|--|---|-----|
| 4       | Nature, material terms, monetary value and particulars of the contract or arrangement.   | <p>TRF Ltd proposes to provide Sales and Services to Tata Steel Ltd of the following nature.</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of transaction</th> <th>Proposed transactions for Fy 2018-19 Maximum Value Rs Crore</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Design, Engineering, and Supervision services to Tata Steel Ltd</td> <td>25</td> </tr> <tr> <td>2</td> <td>Fabrication Services to Tata Steel Ltd</td> <td>50</td> </tr> <tr> <td>3</td> <td>Overhauling, Maintenance &amp; Lifecycle Services of equipments to Tata Steel Ltd</td> <td>75</td> </tr> <tr> <td>4</td> <td>Receipt of rent and related charges for hiring of machine shop to Tata Steel Ltd</td> <td>40</td> </tr> <tr> <td>5.</td> <td>Hiring of Guest House and office building to Tata Steel</td> <td>15</td> </tr> <tr> <td>6.</td> <td>Construction services (dismantling, erection, necessary supervision for erection, trial and commissioning and final handover to Tata Steel Ltd at all locations)</td> <td>50</td> </tr> <tr> <td></td> <td>Total Aggregated Value of Sale &amp; Services to Tata Steel</td> <td>255</td> </tr> </tbody> </table> <p>The pricing shall be on arms length basis.</p> <p>Though individually each of the above transactions do not cross the materiality threshold limit, however the overall sales and services exceed the threshold limit as such, as a good corporate governance the approval of shareholders is sought for the same</p> | Sr. No. | Nature of transaction | Proposed transactions for Fy 2018-19 Maximum Value Rs Crore | 1 | Design, Engineering, and Supervision services to Tata Steel Ltd | 25 | 2 | Fabrication Services to Tata Steel Ltd | 50 | 3 | Overhauling, Maintenance & Lifecycle Services of equipments to Tata Steel Ltd | 75 | 4 | Receipt of rent and related charges for hiring of machine shop to Tata Steel Ltd | 40 | 5. | Hiring of Guest House and office building to Tata Steel | 15 | 6. | Construction services (dismantling, erection, necessary supervision for erection, trial and commissioning and final handover to Tata Steel Ltd at all locations) | 50 |  | Total Aggregated Value of Sale & Services to Tata Steel | 255 |
| Sr. No. | Nature of transaction  | Proposed transactions for Fy 2018-19 Maximum Value Rs Crore  |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 1       | Design, Engineering, and Supervision services to Tata Steel Ltd  | 25   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 2       | Fabrication Services to Tata Steel Ltd   | 50   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 3       | Overhauling, Maintenance & Lifecycle Services of equipments to Tata Steel Ltd  | 75   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 4       | Receipt of rent and related charges for hiring of machine shop to Tata Steel Ltd   | 40   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 5.      | Hiring of Guest House and office building to Tata Steel  | 15   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 6.      | Construction services (dismantling, erection, necessary supervision for erection, trial and commissioning and final handover to Tata Steel Ltd at all locations) | 50   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
|         | Total Aggregated Value of Sale & Services to Tata Steel  | 255  |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |
| 5       | Any other information relevant or important for the members to take a decision on the proposed resolution  | <p>The proposed transactions will help improve the financial and overall performance of the Company.</p> <p>The transactions will be in the ordinary course of business and on arms length basis</p>   |         |                       |   |   |   |    |   |  |    |   |   |    |   |  |    |    |   |    |    |  |    |  |   |     |

(b) Other transactions with Tata Steel Limited which do not cross the materiality threshold but are also in the ordinary course of business and on arms length basis for which approval is not sought for are listed below for noting of members:

| Nature of transaction   | Maximum Transaction Value for FY 18-19 Rs Crore |
|---|---|
| Procurement of material handling equipment such as Idler, Pulleys , screen , crushers etc from Tata Steel Ltd.    | 50  |
| Payment to Tata Steel Ltd for rent for land, premises, buildings, services for water, power, deputation cost etc. | 10  |

According to the provisions of Section 188 and Regulation 23(7) of SEBI LODR Regulations, 2015 the related party shall abstain from voting on the proposed Resolution.

Your directors recommend passing the resolution under item no 2 as an ordinary resolution.

None of the directors or key managerial personnel of the Company, relatives of directors or key managerial personnel are in any way concerned or interested, financially or otherwise in the proposed resolution.

**Registered Office:**

11, Station Road, Burmamines,  
Jamshedpur- 831007  
Dated: March 21, 2018

For **TRF Limited**

**TARUN KUMAR SRIVASTAVA**  
Company Secretary



# TRF LIMITED

**Registered Office:** 11, Station Road, Burmamines, Jamshedpur - 831007

**Tel:** 91 657 3046 326 **Fax:** 91 657 2345732 **E-mail:** investors@trf.co.in

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

## POSTAL BALLOT FORM

1. Name & Registered Address :  
of the sole/first named  
shareholder

2. Name(s) of the :  
joint holder(s)  
(if any)

3. Registered Folio No./  
DP ID No./ Client ID No.\* :  
\*(Applicable to investors  
holding shares in  
dematerialized form)

4. Numbers of share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal ballot for the business stated in the Notice dated March 21, 2018 of TRF Limited ("the Company") by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below: ***(Tick in both boxes will render the ballot invalid)***

| Resolution No. | Resolution   | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------------|--|---------------|-------------------------------------|--|
| 1.             | To approve the sale of the entire stake held by the Company's subsidiaries TRF Singapore Pte Ltd and TRF Holdings Pte Ltd in York Transport Equipment (Asia) Pte Ltd (a step down wholly owned subsidiary of the Company). |               |                                     |  |
| 2.             | To approve material related party transactions with Tata Steel Ltd.  |               |                                     |  |

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder(s)

**(Note: Please read the instructions carefully before exercising option)**

## **INSTRUCTIONS**

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Meeting.

### **Instructions for Voting by Physical Ballot Form**

1. Please complete and sign the Ballot Form (no other form or photocopy is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. P.K. Singh (Membership No. FCS 5878 & CP No- 19115) of M/s. P.K. Singh & Associates, Practicing Company Secretaries, at c/o TRF Limited, 11, Station Road, Burmamines, Jamshedpur, 831007 in the enclosed postage pre-paid self-addressed envelope. Ballot forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next name of joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by ballot is not permitted through proxy.
3. In case the shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on March 16, 2018.
6. Duly completed Ballot Form should reach the Scrutinizer not later than April 27, 2018 (5:00 p.m. IST). Ballot Forms received after April 27, 2018 will be strictly treated as if reply from such member has not been received.
7. A member may request for a duplicate Ballot Form, if so required by writing to the Company or sending an email at [evoting@trf.co.in](mailto:evoting@trf.co.in) or may also request TSR Darashaw Ltd. However, duly filled in and signed Duplicate form should reach the scrutinizer not later than the date and time specified in serial No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot form and any other related matter shall be final.
10. The result of the voting on the resolutions will be announced on/or before April 30, 2018 and displayed at the registered office of the Company and also communicated to the stock exchanges and shall also be posted on the Company's website [www.trf.co.in](http://www.trf.co.in)