



**TRF LIMITED**

May 14, 2026

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Maharashtra, India.  
Scrip Code: 505854

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
Maharashtra, India.  
Symbol: TRF

Dear Madam, Sir,

**Subject: Notice of Postal Ballot of TRF Limited**

We enclose herewith a copy of the Postal Ballot Notice of TRF Limited (**'Company'**) dated May 12, 2026, along with the Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Industry Standards on 'Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction', and applicable Circulars issued by the Securities and Exchange Board of India (**'SEBI'**) (**'Notice'**) for seeking approval of the Member(s) of the Company on the following Ordinary resolutions:

<b>SN</b>	<b>Description of Ordinary Resolution(s)</b>
<b>Related Party Transactions - Between TRF Limited and following Related Parties</b>	
1.	Material Related Party Transaction(s) with Tata Steel Limited - Operational Transaction
2.	Material Related Party Transaction(s) with Tata Steel Utilities and Infrastructure Services Limited - Operational Transaction

In compliance with the provisions of the 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. 03/2025 dated September 22, 2025 (collectively referred to as **'MCA Circulars'**), issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Transfer Agent and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, May 8, 2026 ('Cut-Off Date')**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

11 Station Road Burmamines Jamshedpur 831 007 INDIA  
Tel +91 657 2345727 FAX +91 657 2345718 e mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in)  
website: [www.trf.co.in](http://www.trf.co.in) CIN L74210JH1962PLC00070

**A TATA Enterprise**



## TRF LIMITED

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to the Members. The remote e-voting period commences on **Friday, May 15, 2026, at 9:00 a.m. (IST)** and ends on **Saturday, June 13, 2026, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the 'Notes' section to the Notice.

Members intending to receive the notice and whose e-mail address is not registered with the Company/ Depositories, may register their e-mail address with the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), before **5:00 p.m. (IST)** on **Monday, June 8, 2026**. The process for registration of e-mail address is provided below and is also provided in the 'Notes' section to the Notice.

**A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, **on or before 5:00 p.m. (IST) on Monday, June 8, 2026**.

**B. 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://web.in.mpms.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/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 ID
- e) Enter OTP received on mobile number 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) below i.e., Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write [evoting@nsdl.com](mailto:evoting@nsdl.com).



**TRF LIMITED**

**C. Registration of e-mail address permanently with Company/ DP:**

Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding. Members are requested to register their e-mail address with the Company/ RTA in respect of physical holding, by visiting the link: <https://web.in.mpms.mufg.com/KYC-downloads.html> which provides further information about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

The Notice is also being made available on the website of the Company at <https://trf.co.in/investors-relations/share-holders-information/> and on the website of NSDL at <https://www.evoting.nsdl.com/>

This disclosure is being made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

Yours faithfully,  
**TRF LIMITED**

**Avishek Ghosh**

Company Secretary and Compliance Officer  
ACS 44347

Encl.: Postal Ballot Notice

11 Station Road Burmamines Jamshedpur 831 007 INDIA  
Tel +91 657 2345727 FAX +91 657 2345718 e mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in)  
website: [www.trf.co.in](http://www.trf.co.in) CIN L74210JH1962PLC00070

**A TATA Enterprise**



**Corporate Identity No. (CIN):** L74210JH1962PLC000700

**Registered Office:** 11, Station Road, Burmamines, Jamshedpur – 831007, Jharkhand

**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
Friday, May 15, 2026, at 9:00 am (IST)	Saturday, June 13, 2026, at 5:00 pm (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. 03/2025 dated September 22, 2025 (collectively referred to as '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary Resolution(s), by way of postal ballot only, by voting through electronic means ('**remote e-Voting**').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out *inter alia* the information as required under the SEBI Listing Regulations, SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", other 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**'/'**TRF**') is sending this Notice **ONLY** in electronic form to those Members whose e-mail addresses are registered with the Company/ its 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/share-holders-information/> and on the website of NSDL at <https://www.evoting.nsdl.com/>

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 votes by remote e-Voting not later than **5:00 p.m. (IST) on Saturday, June 13, 2026**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.



**Summary of proposals placed for approval of the shareholders of the Company through this postal ballot are given below:**

<b>Resolution No.</b>	<b>Particulars</b>	<b>Category of Transaction</b>	<b>Amount (₹ crore) rounded off</b>
<b>Related Party Transactions – Between TRF Limited and following related parties</b>			
1.	Material Related Party Transaction(s) with Tata Steel Limited	Operational	314.00
2.	Material Related Party Transaction(s) with Tata Steel Utilities and Infrastructure Services Limited		15.61

**SPECIAL BUSINESS:**

**1. Material Related Party Transaction(s) with Tata Steel Limited**

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

**“RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of TRF Limited (**‘Company’**), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Tata Steel Limited (**‘Tata Steel’**), the Promoter company of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Tata Steel, for an aggregate value up to ₹314 crore (Rupees Three Hundred Fourteen crore only) for purchase and sale of goods, rendering and receiving of services and other transactions for the purpose of business, to be entered/ continued during FY2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other document(s), file application(s) and make representation(s) in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other Officer(s) or any Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**2. Material Related Party Transaction(s) with Tata Steel Utilities and Infrastructure Services Limited**

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

**“RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of TRF Limited (**‘Company’**), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Tata Steel Utilities and Infrastructure Services Limited (**‘TSUISL’**), a part of Promoter Group of the Company as a wholly-owned subsidiary of Tata Steel Limited (Promoter company of the Company) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the



Company and TSUISL, for an aggregate value up to ₹15.61 crore (Rupees Fifteen crore and Sixty One lakh only) for receipt of various services, to be entered/ continued during FY2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other document(s), file application(s) and make representation(s) in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other Officer(s) or the Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

## 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(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms an integral 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 MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company's Registrar and Transfer Agent ('RTA') / Depositories as on **Friday, May 8, 2026 ('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(s) 20 and 22 of the 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 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') and the applicable 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 **Friday, May 15, 2026 at 9:00 a.m. (IST)** and shall conclude on **Saturday, June 13, 2026 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 National Securities Depository Limited ('NSDL') for voting thereafter.
6. The Board of Directors of the Company has appointed Mr. P. K. Singh (Membership No. FCS 5878, CP No. 19115) or failing him, Mr. Rohit Prakash Prit (Membership No. ACS 33602, CP No. 16213) 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 has consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his consolidated 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 ('Result') 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 Result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://trf.co.in/> and on the website of NSDL <https://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, Jharkhand.
9. The resolutions, if passed by the majority of Members through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Saturday, June 13, 2026.**
10. Members may download the Notice from the website of the Company at <https://trf.co.in/> or the website of NSDL at <https://www.evoting.nsdl.com/> A copy of the Notice is also available on the website of BSE at <https://www.bseindia.com/> and NSE at <https://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 **Friday, May 15, 2026** through **Saturday, June 13, 2026.**
13. **Process for Registration of e-mail addresses:**

**A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), for registration of e-mail addresses. Eligible Members, who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA **on or before 5:00 p.m. (IST) on Monday June 8, 2026.**

**B. 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://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)
- b) Select the name of the Company from drop-down: 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 id
- 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) below i.e. 'Login method for e-voting for individual shareholders holding securities in demat mode.' In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com)

**C. Registration of e-mail address permanently with Company/ DP:**

Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding. Members are requested to register their e-mail address with the Company/ RTA in respect of physical holding, by visiting the link <https://web.in.mpms.mufg.com/KYC-downloads.html> which provides further information about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/ RTA to enable service of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

**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:


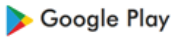


**Step 1: Access to NSDL e-Voting system**

**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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-Voting services and you will be able to see evoting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 company name or eVoting 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> <li>5. Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon and select New System Myeasi Tab 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> </ol>
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and you may click on login &amp; 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 No. from an e-Voting link in <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> home page. The system will authenticate the user by sending OTP on registered Mobile No. &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>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>Upon logging in, 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.</li> <li>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>

**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 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?**

- 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.*



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 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 TR***** and EVEN is 139272 for fully paid-up Ordinary Equity Shares then user ID is 139272TR*****

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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. 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'.
    - If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in Notes of this Notice.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- 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)
  - 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)
  - 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 etc.
  - 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?

- 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.
- Select 'EVEN' of the Company, which is 139272 for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 the '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 <https://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 <https://www.evoting.nsdl.com/> or call on toll free no. 022 – 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager-NSDL at her designated e-mail address: [pallavid@nsdl.com](mailto:pallavid@nsdl.com). The postal address of NSDL is, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra.

By Order of the Board of Directors

Sd/-

**Avishek Ghosh**

Company Secretary and Compliance Officer

Membership No.: ACS 44347

Date: May 12, 2026

Place: Jamshedpur

Registered Office:

11, Station Road, Burmamines,  
Jamshedpur – 831 007, Jharkhand

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)



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

The following Statement sets out all material facts relating to Resolution No(s). 1 and 2 mentioned in the accompanying Notice.

### Context for Resolution No(s). 1 and 2

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions. In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is ₹12 crore. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has notified the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ('Standards') effective September 1, 2025 which *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs including material modifications, to the Audit Committee and to the Members, while seeking approval.

It is in the above context that, Resolution No(s) 1 and 2 are placed for the approval of the Members of TRF Limited ('Company'/'TRF') along with necessary details on the proposed RPTs provided in this Statement.

For the purpose of calculating the total amount of proposed RPTs (as provided in resolution(s) 1 and 2) as a percentage of annual consolidated turnover of TRF and/or annual consolidated/standalone turnover of the related party (as applicable) as of the immediately preceding financial year, the Management has considered FY2024-25 as the 'preceding financial year' since (i) the proposed RPTs have been considered, approved and recommended by the Audit Committee of the Company to the Board of Directors/Shareholders of the Company, at its meeting held on March 26, 2026, and (ii) the approval of the financial statements of TRF for FY2025-26, was pending by the Board of Directors of the Company followed by the adoption of the said Financial Statements by the Shareholders of the Company at the ensuing Annual General Meeting to be held during FY2026-27 and/or the financial statements of the related party, as applicable, by their respective board of directors and shareholders, as applicable, to be held during FY2026-27.

### Item no. 1 – Material Related Party Transaction(s) with Tata Steel Limited

#### Background, details, benefits and justification of the transaction(s):

Tata Steel Limited ('Tata Steel') is the promoter company of TRF and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. The Company in order to sustain and run its business effectively has undertaken several interventions to improve its business performance including:

- i. Operating measures: Improved debtor collections, lowered fixed overheads, improved project delivery compliance, and optimized employee costs;
- ii. Asset optimization: Divested subsidiaries and other non-core assets;
- iii. Capital structure: Re-paid all its external borrowing, reduced exposure to non-fund-based facilities and raised capital from Tata Steel to finance working capital needs for project delivery;

The Company's promoter i.e. Tata Steel is working towards expanding production capacity in India by implementing green/ brownfield expansion projects. This expansion would need Tata Steel to invest considerable capital expenditure over the next few years. The Company understands that Tata Steel has in-house capabilities to execute projects involving concept to commissioning of bulk material handling equipment and systems. However, Tata Steel may not have adequate bandwidth to execute such projects in entirety. In such scenario, the Company believes that there may be opportunity for the Company to offer its expertise to complement Tata Steel's capabilities.

The Company, in the past, has provided its services to Tata Steel in delivering projects complementing its capabilities. Therefore, Company envisages deriving the following benefits through this arrangement:

- I. Improvement in utilization of the Company's facilities, along with operational efficiency.
- II. Strengthen the financial position of the Company through positive EBITDA and achieve steady cash flows, without risks of underlying financial guarantees and other legal risks.



- III. Skill up-gradation and job enrichment of human resources through knowledge sharing and exchange of best practices while executing projects and business supplies/services for Tata Steel.
- IV. De-risk the business from order fluctuations, credit risks and opportunity to get technical and other business support as and when required.
- V. Partnership with Tata Steel will boost the confidence of all the Company's stakeholders, more notably the vendors and creditors.

Given the foreseeable benefits of engaging with Tata Steel and taking into the account the current business requirements, the Company proposes to enter into Material Related Party Transaction(s) ('MRPTs') with Tata Steel for an aggregate amount up to ₹314 crore, for FY 2026-27 for which approval is being sought from the Members of the Company.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and the Chief Financial Officer of TRF, confirming that the proposed RPT(s) are in the interest of TRF.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with Tata Steel for an aggregate amount up to ₹314 crore to be entered during FY2026-27. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

Further, as per the review process carried out by the Company, Tata Steel enjoys sound financial health and there have been no audit qualifications reported by the statutory auditor of Tata Steel as per the latest audited financial statements of Tata Steel available.

**Details of the proposed transactions with Tata Steel Limited being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee at its meeting held on March 26, 2026, for consideration while seeking prior approval of the proposed RPT(s) are provided below:**

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A (1). Basic details of the related party</b>			
1.	Name of the related party	Tata Steel Limited ('Tata Steel')	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Tata Steel is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. It is also amongst the lowest cost integrated steel manufacturers in India, with 100% (hundred percent) captive iron ore sources. With its wide portfolio of downstream, value added and branded products, Tata Steel caters to customers across all segments through its well-established distribution network. It has operations in India, Europe and South East Asia. Tata Steel Group is one of the prominent geographically diversified steel producers. In addition, it has access to deep end of the markets and customer through its vast sales and distribution network.	
<b>A (2). Relationship and ownership of the related party</b>			
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Tata Steel is the Promoter Company of TRF Limited ('TRF'/'Company').	

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee																								
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	TRF does not have any shareholding in Tata Steel																									
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																									
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Tata Steel holds; <ul style="list-style-type: none"> <li>a) 34.11% Equity Shares in the paid-up capital of the Company; and</li> <li>b) 25,00,00,000, (twenty-five crore) 12.50% non-convertible, redeemable preference shares of ₹10 (Rupees Ten) each, amounting to ₹250 crore (Rupees Two Hundred and Fifty crore only);</li> <li>c) 23,90,00,000 (twenty-three crore ninety lakh) 12.17% non-cumulative, non-convertible, non-participating redeemable preference shares of ₹10 (Rupees Ten) each amounting to ₹239 crore (Rupees Two Hundred and Thirty-nine crore only); and</li> <li>d) 2,50,00,000 (two crore fifty lakh) 11.25% non-cumulative, non-participating redeemable preference shares of ₹10 (Rupees Ten) each amounting to ₹25 crore (Rupees Twenty-five crore only).</li> </ul>																									
<b>A (3). Details of previous transactions with the related party</b>																											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">SN</th> <th style="width: 60%;">Nature of Transactions</th> <th style="width: 35%;">Amount (₹crore) FY2024-25</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Sale of Goods</td> <td>151.27</td> </tr> <tr> <td>2)</td> <td>Rendering of Services</td> <td></td> </tr> <tr> <td>3)</td> <td>Purchase of Goods</td> <td>12.87</td> </tr> <tr> <td>4)</td> <td>Receiving of Services</td> <td></td> </tr> <tr> <td>5)</td> <td>Financials</td> <td>-</td> </tr> <tr> <td>6)</td> <td>Others</td> <td>-</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>164.14</b></td> </tr> </tbody> </table>	SN	Nature of Transactions	Amount (₹crore) FY2024-25	1)	Sale of Goods	151.27	2)	Rendering of Services		3)	Purchase of Goods	12.87	4)	Receiving of Services		5)	Financials	-	6)	Others	-	<b>Total</b>		<b>164.14</b>	
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5)	Financials	-																									
6)	Others	-																									
<b>Total</b>		<b>164.14</b>																									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (₹crore including GST)	₹72.97 crore (till Q3 FY2025-26)																									

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee																						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No																							
<b>A (4). Amount of the proposed transaction(s)</b>																									
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹314 crore																							
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																							
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	~260%																							
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable																							
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.14%																							
6.	Financial performance of the related party for the immediately preceding financial year:  Explanations: The above information is given on standalone basis.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (₹crore) FY2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>132,516</td> </tr> <tr> <td>Profit After Tax</td> <td>13,970</td> </tr> <tr> <td>Net worth</td> <td>87,770</td> </tr> </tbody> </table>	Particulars	Amount (₹crore) FY2024-25	Turnover	132,516	Profit After Tax	13,970	Net worth	87,770															
Particulars	Amount (₹crore) FY2024-25																								
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<b>A (5). Basic details of the proposed transaction</b>																									
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	The transaction(s) involve(s) sale of goods & rendering of services and purchase of goods & receipt of services by TRF.																							
2.	Details of each type of the proposed transaction.	<table border="1"> <thead> <tr> <th>SN</th> <th>Category</th> <th>Amount (₹crore) FY2026-27</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Sale of Goods</td> <td rowspan="2">251</td> </tr> <tr> <td>2)</td> <td>Rendering of Services</td> </tr> <tr> <td>3)</td> <td>Purchase of Goods</td> <td rowspan="2">63</td> </tr> <tr> <td>4)</td> <td>Receiving of Services</td> </tr> <tr> <td>5)</td> <td>Financial</td> <td>-</td> </tr> <tr> <td>6)</td> <td>Others</td> <td>-</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>314</b></td> </tr> </tbody> </table>	SN	Category	Amount (₹crore) FY2026-27	1)	Sale of Goods	251	2)	Rendering of Services	3)	Purchase of Goods	63	4)	Receiving of Services	5)	Financial	-	6)	Others	-	<b>Total</b>		<b>314</b>	
SN	Category	Amount (₹crore) FY2026-27																							
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5)	Financial	-																							
6)	Others	-																							
<b>Total</b>		<b>314</b>																							
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY2026-27																							

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
4.	Whether omnibus approval is being sought?	Yes	
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	Aggregate value of transactions for FY2026-27 is ₹314 crore including GST.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>I. Improvement in utilization of the Company's facilities, along with operational efficiency.</p> <p>II. Strengthen the financial position of the Company through positive EBITDA and achieve steady cash flows, without risks of underlying financial guarantees and other legal risks.</p> <p>III. Skill up-gradation and job enrichment of human resources through knowledge sharing and exchange of best practices while executing projects and business supplies/services for Tata Steel.</p> <p>IV. This arrangement helps in de-risking the business from order fluctuations, credit risks and opportunity to get technical and other business support as and when required.</p> <p>V. Partnership with Tata Steel will boost the confidence of all the Company's stakeholders, more notably the vendors and creditors.</p>	
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party.</p>	None of the directors or KMPs of TRF have any interest in the transaction, whether directly or indirectly.	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
9.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
<b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.</b>			
<b>B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Contracts with respect to purchase/receipt were based on the competitive basis, where Tata Steel Limited stood at L1 position and order was placed to them.  However, comparable bids and other methods are available.	
2.	Basis of determination of price.		
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	-	
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
<b>Point no B(2) to B(7) and C(1) to C(6) is not applicable.</b>			

#### Arm's Length Pricing:

The RPTs will be entered based on the market price of the relevant material and service not exceeding an aggregate of ₹314 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred / cost recharge or cost-plus mark-up or any other method, as applicable at the sole discretion of the independent consulting firm will be considered as per arm's length pricing criteria.

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/ contract(s)/ arrangement(s) also qualifies as contract under ordinary course of business. The relevant documents are available for inspection by the Members of the Company. Members may follow the process for inspection of documents as mentioned in the 'Notes' section forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1.

None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 1 of the accompanying Notice to the shareholders for approval.

#### Item no. 2 – Material Related Party Transaction(s) with Tata Steel Utilities and Infrastructure Services Limited

##### Background, details, benefits and justification of the transaction(s):

Tata Steel Utilities and Infrastructure Services Limited ('TSUISL') is a part of the Promoter Group of TRF Limited ('TRF'/'Company') as a wholly-owned subsidiary of Tata Steel Limited (Promoter company of the Company) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. The Company has a continued requirement for various services which, *inter alia*, includes civil jobs, repair & maintenance, housekeeping, electrical maintenance, waste management, horticulture, sustainability, welfare



services, sheeting, structural, hiring of equipment, utility services, etc. related to TRF Works & township.

TSUISL has expertise in providing various services which, *inter alia*, includes water services, housekeeping, construction activities, repairs and maintenance, etc.

The Company has previously engaged TSUISL for various services and had following benefits through this arrangement:

- i. The nature of the work involves specialized safety requirements, including working at heights, scaffolding, and material handling services. TSUISL possesses mature capabilities and experienced resources to effectively undertake such activities while adhering to stringent safety standards.
- ii. TSUISL maintains a strong safety performance record, reflected in its high safety star rating at Tata Steel.
- iii. All rates offered by TSUISL are consistent with prevailing market benchmarks and comply with arm's length pricing principles.
- iv. TSUISL is a financially robust organization, thereby mitigating any potential financial uncertainties associated with service delivery.
- v. TSUISL provides similar services across multiple Tata Group companies, demonstrating its reliability and domain expertise.
- vi. The Company has also engaged TSUISL in the past, where it has consistently delivered strong performance.

For the reasons mentioned above, the Company proposes to enter into transactions with TSUISL for an aggregate amount up to ₹15.61 crore, during FY2026-27.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed MRPTs, including rationale, material terms, justification as to why the proposed MRPTs are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer of the Company, confirming that the proposed MRPTs are in the interest of TRF.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with TSUISL for an aggregate amount up to ₹15.61 crore to be entered/ continued during FY2026-27. The Committee has noted that the transactions will be on arms' length basis and in the ordinary course of business of the Company.

Further, as per the review process carried out by the Company, TSUISL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditor of TSUISL as per the latest audited financial statements of TSUISL available.

**Details of the proposed transactions with Tata Steel Utilities and Infrastructure Services Limited being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee at its meeting held on March 26, 2026, for consideration while seeking prior approval of the proposed RPT(s) are provided below:**

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A (1). Basic details of the related party</b>			
1.	Name of the related party	Tata Steel Utilities and Infrastructure Services Limited ('TSUISL')	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Receipt of services	
<b>A (2). Relationship and ownership of the related party</b>			
1.	Relationship between the listed entity subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	TSUISL is a part of Promoter Group of TRF Limited as well as a wholly-owned subsidiary of Tata Steel Limited (Promoter company of TRF)	
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	TRF does not have any shareholding in TSUISL	

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable	
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	TSUISL does not hold any shares in TRF.	

**A (3). Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<b>SN</b>	<b>Category</b>	<b>Amount (₹crore) FY2026-27</b>	
		1)	Sale of Goods	-	
		2)	Rendering of Services		
		3)	Purchase of Goods		
		4)	Receiving of Services	12.40	
		5)	Financials	-	
		6)	Others		
		<b>Total</b>			
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (₹crore including GST)	₹4.77 crore (till Q3 FY2025-26)			
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No			

**A (4). Amount of the proposed transaction(s)**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹15.61 crore	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	12.93%	

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee																								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not applicable																									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.96%																									
6.	Financial performance of the related party for the immediately preceding financial year:  Explanations: The above information is given on standalone basis.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (₹crore) FY2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,627</td> </tr> <tr> <td>Profit After Tax</td> <td>124</td> </tr> <tr> <td>Net worth</td> <td>1,231</td> </tr> </tbody> </table>	Particulars	Amount (₹crore) FY2024-25	Turnover	1,627	Profit After Tax	124	Net worth	1,231																	
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Turnover	1,627																										
Profit After Tax	124																										
Net worth	1,231																										
<b>A (5). Basic details of the proposed transaction</b>																											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	This transaction involves receipt of services like various civil jobs, repair & maintenance, housekeeping, electrical maintenance, waste management, horticulture, sustainability, welfare services, sheeting, structural, hiring of equipment, utility services and etc. related to TRF works & township.																									
2.	Details of each type of the proposed transaction.	<table border="1"> <thead> <tr> <th>SN</th> <th>Category</th> <th>Amount (₹ crore) FY2026-27</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Sale of Goods</td> <td>-</td> </tr> <tr> <td>2)</td> <td>Rendering of Services</td> <td></td> </tr> <tr> <td>3)</td> <td>Purchase of Goods</td> <td></td> </tr> <tr> <td>4)</td> <td>Receiving of Services</td> <td>15.61</td> </tr> <tr> <td>5)</td> <td>Financial</td> <td>-</td> </tr> <tr> <td>6)</td> <td>Others</td> <td></td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>15.61</b></td> </tr> </tbody> </table>	SN	Category	Amount (₹ crore) FY2026-27	1)	Sale of Goods	-	2)	Rendering of Services		3)	Purchase of Goods		4)	Receiving of Services	15.61	5)	Financial	-	6)	Others		<b>Total</b>		<b>15.61</b>	
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1)	Sale of Goods	-																									
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<b>Total</b>		<b>15.61</b>																									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	FY2026-27																									
4.	Whether omnibus approval is being sought?	Yes																									
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY2026-27 is ₹15.61 crore including GST.																									

S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<ul style="list-style-type: none"> <li>• This job requires special safety requirements because of its nature which includes working at heights, scaffolding and material handling services etc. TSUISL has matured resources to undertake such services.</li> <li>• TSUISL has a sound safety star rating at Tata Steel Limited.</li> <li>• All the rates are in line with the prevailing market rates and the same are in arm's length pricing.</li> <li>• TSUISL is a financially strong Company, and hence financial uncertainty is properly mitigated.</li> <li>• TSUISL is providing similar services at multiple Tata group companies.</li> <li>• The Company has taken services from TSUISL and they have consistently delivered strong performance.</li> </ul>	
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	None of the Directors or KMPs of TRF Limited have any interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.		
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
<b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</b>			
<b>B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.</b>			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bids were invited for this transaction.	
2.	Basis of determination of price.	Not Applicable	



S.N.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	-	
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
<b>Point no B(2) to B(7) and C(1) to C(6) is not applicable.</b>			

#### Arm's Length Pricing:

The RPTs will be entered based on the market price of the relevant service not exceeding in aggregate ₹15.61 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up or any other method, as applicable at the sole discretion of the independent consulting firm will be considered as per arm's length pricing criteria.

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/ agreement meet the arm's length testing criteria. The related party transaction(s)/ contract(s)/ arrangement(s) also qualifies as contract under ordinary course of business. The relevant documents are available for inspection by the Members of the Company. Members may follow the process for inspection of documents as mentioned in the 'Notes' section forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

None of the Directors and/ or Key Managerial Personnel(s) of the Company and/ or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 2 of the accompanying Notice to the shareholders for approval.

By Order of the Board of Directors

Sd/-  
**Avishek Ghosh**  
 Company Secretary and Compliance Officer  
 Membership No.: ACS 44347

Date: May 12, 2026  
 Place: Jamshedpur

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