



TRF Limited
A **TATA** Enterprise



50 years of service
to the nation

Jamsetji N Tata,
(Founder Tata Group)



50th Annual Report
2012-13



Mr S Deoras & Mr R Pandey receiving Mr Cyrus Mistry & Mr Ratan Tata



Mr S Deoras presenting to Mr Cyrus Mistry & Mr Ratan Tata



Enjoying meeting employees



Mr Ratan Tata taking interest in YORK's products



Mr Cyrus P Mistry, Chairman, Tata Sons paying tributes to The Founder



Mr Cyrus P Mistry addressing the employees



With union committee member



Getting an overview of TRF's business

Mr. Cyrus P Mistry,
Chairman, Tata Sons
and Mr. Ratan N Tata visit TRF
on its Golden Jubilee

BOARD OF DIRECTORS

(As on May 14, 2013)

Mr. Subodh Bhargava - Chairman

Mr. B. D. Bodhanwala

Mr. Ram Prit Singh

Mr. Ranaveer Sinha

Mr. R. V. Raghavan

Mr. Dipankar Chatterji

Mr. Sudhir L. Deoras - Managing Director

MANAGEMENT

(As on May 14, 2013)

Mr. Sudhir L. Deoras - Managing Director

Mr. Hemant C. Kharkar - Chief Operating Officer

Mr. P. K. Tibdewal - Vice President (Product Business)

Mr. Ranjit Sanyal - Chief, Projects

Mr. Ashish Banerjee - Chief, BMHE

Mr. S. Brahma - Chief, Finance & Accounts

Mr. Tarun Kr. Srivastava - Company Secretary

Registered Office

11, Station Road, Burmamines, Jamshedpur - 831 007

Bankers

Axis Bank
Bank of Baroda
Canara Bank
Central Bank of India

Citibank N. A.
DBS Bank
Dena Bank
HDFC Bank

IDBI Bank
Indian Bank
IndusInd Bank
State Bank of India

Auditors

M/s Deloitte Haskins & Sells, Kolkata
Chartered Accountants

Cost Auditors

M/s Shome & Banerjee
Cost Accountants

Registrar & Transfer Agents

TSR Darashaw Pvt. Limited
6 - 10, Haji Moosa Patrawala Ind. Estate
Near Famous Studio, 20, Dr. E. Moses Road
Mahalaxmi, Mumbai - 400 011

Contents

Notice	3-13
Highlights.....	14
Directors' Report	15-20
Management Discussion and Analysis.....	21-23
Declaration of Compliance to Code of Conduct	23
Report on Corporate Governance	24-34
Funds Flow Statement.....	35
Summarised Balance Sheet and Statement of Profit and Loss	36
Auditors' Report	37-41
Balance Sheet	42
Profit and Loss Account.....	43
Cash Flow Statement	44
Notes forming part of the Financial Statements	45-76
Consolidated Financial Statement :	
Auditors' Report.....	77
Consolidated Balance Sheet.....	78
Consolidated Statement of Profit and Loss	79
Consolidated Cash Flow Statement.....	80
Notes forming part of the Financial Statements.....	81-108
Summary of Financial Information of Subsidiary Companies	109

50th Annual General Meeting will be held on Friday, August 2, 2013 at the Auditorium of Shavak Nanavati Technical Institute, 'N' Road, Bistupur, Jamshedpur - 831 001 at 12:00 noon

Members are requested to kindly bring their copies of the Annual Report to the meeting.

Notice

The 50th Annual General Meeting of TRF Limited will be held at the Auditorium of the Shavak Nanavati Technical Institute, 'N' Road, Bistupur, Jamshedpur-831001, on Friday, August 2, 2013 at 12:00 noon to transact the following business:

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the year ended March 31, 2013, the Balance Sheet as at that date and the report of the Directors and Auditors.
2. To appoint a Director in place of Mr. R.V.Raghavan, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Dipankar Chatterji, who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Special Business:

5. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended up-to-date, the Company hereby approves the re-appointment and terms of remuneration of Mr. Sudhir L. Deoras as the Managing Director of the Company, for a further period of three years (subject to being co-terminus with the date of his retirement in accordance with the Tata Steel Group Retirement Policy) with effect from April 01, 2013, upon the terms and conditions as set out in the draft agreement submitted to this meeting and for identification signed by a director, authorizing the Board of Directors and/or a Committee of the Board to fix his salary within the scale from time to time, increasing thereby proportionately value of the benefits relating to the salary, as set out in the agreement, with the liberty to the Board of Directors and/or a Committee of the Board to alter and vary the terms and conditions of re-appointment and/or agreement in such manner as may be agreed to by and between the Board of Directors and Mr. Sudhir L. Deoras within the applicable provisions of the Companies Act, 1956."
6. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 and Article 101 of the Article of Association of the Company, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of the Section 198, 349 and 350 of the Companies Act, 1956, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Whole-time Director/s) in such amounts or proportions and in such a manner and in all respects as may be directed by the Board of Directors and such payment shall be made in respect of the profits of the Company for each of the period of five years commencing from the financial year 2013-14."

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 5 and 6 above, are annexed hereto. The relevant details of directors seeking appointments/re-appointment under Item Nos. 2, 3 and 5 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
- c) The Registers of Members and share transfer books of the Company will remain close from Wednesday, July 17, 2013 to Tuesday, July 23, 2013 (both day inclusive).

- d) As per the provision of Companies Act, 1956, facility for making nomination is now available to the Shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office or the Registrars & Transfer Agents of the Company.
- e) Shareholders holding shares in the physical form are requested to notify any change in their address/mandate/bank details to TSR Darashaw Private Limited, the Registrars and Transfer Agents to facilitate better services.
- f) Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid/unclaimed dividend account of the Company is required to be transferred to the Investors' Education and Protection Fund (IEPF) set up by the Government of India and no claims shall be tenable either by the Company or by the said Fund, after the transfer of the said amount.

Members, who have not yet encashed their dividend warrant for the financial year ended March 31, 2007 and onwards, are requested to make their claims to the Registrars & Transfer Agents of the Company without any delay.

- g) Members, who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE391D01019).
- h) SEBI vide its circular ref no. MRD/DoP/ Cir-05/2009 dated 20.05.2009 has clarified that for securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/RTA for registration of such transfer of shares irrespective of the amount of such transaction.

All intended transferee(s) are, therefore, requested to furnish a self certified copy of their PAN Card along with the relevant transfer deed for registration of transfer of shares. Please note that the shares lodged for transfer without self certified copy of PAN Card of the transferee(s) shall be returned under objection.

- i) The Company has reviewed the formalities/ procedure for transmission of shares of deceased shareholders in favour of survivor(s). Survivor(s) of the deceased shareholders are advised to forward their requests with full details and supporting documents to the Registrars & Transfer Agents of the Company, for early transmission of shares.
- j) Members desirous of any additional information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
- k) Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.

By Order of the Board of Directors

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

Tarun Kumar Srivastava
Company Secretary

May 14, 2013

ANNEXURE TO NOTICE

Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956

As required under Section 173 of the Companies Act, 1956 (hereinafter referred to as 'the Act') the following Explanatory Statement sets out all material facts relating to the special business mentioned in Item No.5 and Item No.6 of the accompanying Notice dated May 14, 2013, convening the meeting.

Item no. 5

The three years term of Mr. Sudhir L. Deoras, Managing Director of the Company has expired on March 31, 2013. On February 7, 2013, the Board of Directors re-appointed Mr. Sudhir L. Deoras as the Managing Director of the Company for a further period of three years (subject to being co-terminus with the date of his retirement in accordance with the Tata Steel Group Retirement Policy), with effect from April 01, 2013, subject to the approval of the Shareholders.

Mr. Sudhir L. Deoras has wide experience of over forty years in various capacities. He was in charge of Tata Steel Bearing Division at Kharagpur before he took over as the Managing Director of Tata International Limited. From Tata International Limited he was moved to Tata Sponge Iron Limited as Joint Managing Director. Mr. Deoras was appointed as Managing Director of TRF with effect from April 01, 2007. During his tenure the scale of operations of TRF has grown significantly and the Company has diversified itself into auto application business, marking its business presence in several countries. The re-appointment of Mr. Sudhir L. Deoras as the Managing Director is in the best interests of the Company.

The Board of Directors of your Company, therefore, re-appointed Mr. Deoras as the Managing Director, subject to the approval of Shareholders.

The principal terms and conditions for re-appointment of Mr. Sudhir L. Deoras as Managing Director and as set out in the draft agreement are as under:

1. REMUNERATION

A) SALARY

In the grade of Rs. 50,000/- to Rs. 5,00,000/- with the basic salary of Rs.3,80,000/- per month with effect from April 1, 2013, with the authority to the Board/Committee thereof to fix the salary within the said maximum amount from time to time.

The annual increment, which will be effective from 1st April each year, will be decided by the Board and will be merit based and take into account Company's performance.

B) PERQUISITES AND ALLOWANCES

- a. In addition to the salary and commission or performance linked remuneration payable, Mr. Sudhir L. Deoras, shall also be entitled to the following perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance and/or house maintenance allowance in lieu thereof, together with reimbursement of expenses and/ or allowances as may be applicable from time to time; medical reimbursement/ allowances; leave travel concession/ allowances for himself and his family*; and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board or Committee thereof and Mr. Sudhir L. Deoras, subject to a maximum of 140% of the basic salary, provided that the total remuneration payable to Mr. Sudhir L. Deoras, as Managing Director, shall not exceed the limits stipulated under the Companies Act, 1956. Further, Mr. Sudhir L. Deoras will be entitled to transfer all his accumulated leave in any of the Tata Group Companies.

- I) Rent free residential accommodation provided by the Company

OR

In case no residential accommodation is provided by the Company, the Managing Director shall be entitled to house rent and house maintenance allowance - 85.00 % of salary

- II)

- | | | |
|------|--|-----------------------|
| i) | Allowance for helper/ education of children /personal accident insurance/ club membership fees/ other allowances | - 38.34% of salary |
| ii) | Medical Allowance | - 8.33% of salary |
| iii) | Leave travel concession/ Allowance | - 8.33% of salary |
| | | <u>55% of salary</u> |
| | (Total I+II) | <u>140% of Salary</u> |

- III) The Managing Director shall be entitled to a provision of motor car maintained by the Company with driver and telecommunication facilities (expanding from telephone at residence to cover broadband, internet, fax, etc., apart from the telephone at residence).

- IV) (i) The Managing Director shall be entitled to Medical expenses for major illness and hospitalisation expenses.

(ii) Income Tax valuation of Housing Loan perquisite (Presently computed at 10.75% less interest charged).

- V) Such remuneration by way of commission, in addition to the salary and perquisites payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board /Committee thereof at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. The commission payable to Mr. Sudhir L. Deoras shall range between half and twice the amount of annual salary to be determined by the Board at the end of each Financial Year.

"OR"

Performance Linked remuneration not exceeding twice the annual salary as may be determined by the Board / Committee thereof will be payable to Mr. Sudhir L. Deoras.

The specific amount payable to Mr. Sudhir L. Deoras will be based on certain performance criteria to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board and adopted by the Shareholders.

- b. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- c. Company's contribution to Provident Fund and Superannuation Fund will not be included for computation of perquisites to the extent these singly or put together are not taxable under the Income Tax Act. Gratuity payable as per the rules of the Company and encashment of leave as per rules of the Company shall not be included for the computation of limits for the remuneration or perquisites aforesaid.

*Explanation: For the purpose of this clause family means the wife, dependent children and dependent parents of Mr Sudhir L. Deoras.

C) MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, if in any financial year during the currency of the tenure of Mr Sudhir L. Deoras, the Company has not made any profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites within the limits specified in Schedule XIII of the Companies Act, 1956 as modified from time to time.

2. Mr Sudhir L. Deoras shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government and this Agreement shall cease and determine upon the contravention of the provisions of this clause.
3. The terms and conditions of the said re-appointment / agreement may be altered and/or varied from time to time by the Board or Committee thereof as it may in its discretion, deem fit, within the maximum amount payable to Mr Sudhir L. Deoras in accordance with Schedule XIII to the Companies Act, 1956, or any amendments made hereafter in this regard or in excess of limits specified under Schedule XIII to the Companies Act with the approval of the Central Government.
4. Earned/Privileged leave will be allowed to Mr Sudhir L. Deoras as per the rules of the Company.
5. Mr Sudhir L. Deoras as Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.
6. Mr Sudhir L. Deoras shall be entitled to reimbursement of entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company.
7. The Agreement may be terminated by either party giving the other party six month's notice or the Company paying six month's salary in lieu thereof.
8. If at any time Mr Sudhir L. Deoras ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director.
9. If at any time Mr Sudhir L. Deoras ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be a Director of the Company.
10. If at any time Mr Sudhir L. Deoras ceases to be a Managing Director of the Company for any cause whatsoever, he shall cease to be a Director of the Company.
11. Mr Sudhir L. Deoras has declared to the Company that he does not suffer from any of the disabilities detailed in Clause (a), (b) and (d) of part I of Schedule XIII, as also those listed in Section 267 and 274(1) of the Companies Act, 1956 and his re-appointment is inter-alia based on the representations made in the said declaration.
12. The Managing Director shall not have the following powers:
 - i) power to make calls on shareholders in respect of monies unpaid on shares in the company.
 - ii) power to issue debentures
 - iii) power to invest the funds of the Company in shares, stock and securities.

In accordance with the provisions of Sections 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended up-to-date, the terms of re-appointment of Mr. Sudhir L. Deoras are placed before the Members in the Annual General Meeting for their approval. In the event the Company has no profits or inadequate profits in a financial year, approval of the shareholders is sought by way of Special Resolution for payment of remuneration to Mr. Sudhir L. Deoras, as Managing Director, as laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956. This will be valid for the aforesaid period of his re-appointment. The remuneration to be paid in the event of Loss/inadequate profit shall be as approved by Remuneration Committee.

The draft agreement to be entered into with Mr. Sudhir L. Deoras is available for inspection by Members of the Company at its Registered Office between 11.00 AM to 1.00 PM on any working day, except on Saturdays.

No other Director of the Company, except Mr. Sudhir L. Deoras, is concerned or interested in the resolution.

Item no. 6

At the 45th Annual General Meeting of the Company held on June 21, 2008, in terms of Section 309(4) of the Companies Act, 1956, members had passed a special resolution for payment of commission to Non-Executive Directors for a period of 5 years with effect from Financial Year 2008-09. This special resolution has expired in Financial Year 2012-13. Considering the increase in the Company's activities and consequent increase in responsibilities of the Directors, it is proposed that in terms of Section 309(4) of the Companies Act, 1956, the Non-Executive Directors of the Company (other than the Managing Director and Whole-time Director/s) should continue to be paid commission for the next five Financial Years at the rate not exceeding One percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956 with authority to the Board to decide the maximum amount of commission to be paid to all the Directors each year, with effect from Financial Year 2013-14. This commission will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All Directors of the Company, except the Managing Director, are concerned or interested in the resolution set in Item No. 6 of the Notice to the extent of the Commission that may be received by them.

By Order of the Board of Directors

Registered Office:

11, Station Road,
Burma Mines,
Jamshedpur – 831 007.

Tarun Kumar Srivastava
Company Secretary

May 14, 2013